



IBM Terms of Use – SaaS Specific Offering Terms

IBM Performance Management on Cloud

The Terms of Use (“ToU”) is composed of this IBM Terms of Use - SaaS Specific Offering Terms (“SaaS Specific Offering Terms”) and a document entitled IBM Terms of Use - General Terms (“General Terms”) available at the following URL: www.ibm.com/software/sla/sladb.nsf/sla/tou-gen-terms/.

In the event of a conflict, the SaaS Specific Offering Terms prevail over the General Terms. By ordering, accessing or using the IBM SaaS, Client agrees to the ToU.

The ToU is governed by the IBM International Passport Advantage Agreement, the IBM International Passport Advantage Express Agreement, or the IBM International Agreement for Selected IBM SaaS Offerings, as applicable (“Agreement”) and together with the ToU make the complete agreement.

1. IBM SaaS

The following IBM SaaS offerings are covered by these SaaS Specific Offering Terms:

- IBM Monitoring on Cloud
- IBM Application Diagnostics on Cloud
- IBM Application Performance Management on Cloud
- IBM Monitoring on Cloud Step up for existing IBM Tivoli Monitoring Customers
- IBM Monitoring on Cloud Step up for existing IBM Tivoli Monitoring for Virtual Environments Customers
- IBM Monitoring on Cloud Step up for existing IBM SmartCloud® Monitoring Customers
- IBM Monitoring on Cloud Step up for existing IBM Tivoli Composite Application Manager for Microsoft Applications Customers
- IBM Monitoring on Cloud Step up for existing IBM SmartCloud® Application Performance Management Entry Customers
- IBM Application Diagnostics on Cloud Step up for existing IBM Tivoli Composite Application Manager for Application Diagnostics Customers
- IBM Application Diagnostics on Cloud Step up for existing IBM Application Performance Diagnostics Customers
- IBM Application Performance Management on Cloud Step up for existing IBM Tivoli Composite Application Manager for Applications Three Agent Pack Customers
- IBM Application Performance Management on Cloud Step up for existing IBM Tivoli Composite Application Manager for Applications Full Pack Customers
- IBM Application Performance Management on Cloud Step up for existing IBM Tivoli Composite Application Manager for Transactions Customers
- IBM Application Performance Management on Cloud Step up for existing IBM SmartCloud® Application Performance Manager Standard Customers
- IBM Application Performance Management Advanced on Cloud
- IBM Application Performance Management Advanced on Cloud Step up for existing IBM Application Performance Management Advanced Customers
- IBM Application Performance Management Advanced on Cloud Step up for existing IBM Application Performance Management Customers
- IBM Application Performance Management Advanced on Cloud Step up for existing IBM Application Diagnostics Customers
- IBM Application Performance Management Advanced on Cloud Step up for existing IBM Monitoring Customers
- IBM Operations Analytics - Predictive Insights on Cloud for IBM Monitoring on Cloud
- IBM Operations Analytics - Predictive Insights on Cloud for IBM Application Performance Management on Cloud

- IBM Operations Analytics - Predictive Insights on Cloud for IBM Application Performance Management Advanced on Cloud
- IBM Website Monitoring on Cloud for IBM Application Performance Management on Cloud
- IBM Website Monitoring on Cloud for IBM Application Performance Management Advanced on Cloud
- IBM Application Performance Management SAP Extension Pack on Cloud for IBM Application Performance Management on Cloud
- IBM Application Performance Management SAP Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud
- IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Monitoring on Cloud
- IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Application Performance Management on Cloud
- IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud
- IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Monitoring on Cloud
- IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Application Performance Management on Cloud
- IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud

2. Charge Metrics

The IBM SaaS is sold under the following charge metric(s) as specified in the Transaction Document:

- Average Managed Virtual Server is a unit of measure by which the IBM SaaS can be obtained. A server is a physical computer that is comprised of processing units, memory, and input/output capabilities and that executes requested procedures, commands, or applications for one or more users or client devices. Where racks, blade enclosures, or other similar equipment is being employed, each separable physical device (for example, a blade or a rack-mounted device) that has the required components is considered itself a separate server. A Virtual Server is either a virtual computer created by partitioning the resources available to a physical server or an unpartitioned physical server. Sufficient Average Managed Virtual Server entitlements must be obtained to cover the average number of Virtual Servers managed by the IBM SaaS during the measurement period specified in Client's Proof of Entitlement (PoE) or Transaction Document.
- Event is a unit of measure by which the IBM SaaS can be obtained. An Event is an occurrence of a specific event that is processed by or related to the use of the IBM SaaS. Sufficient entitlements must be obtained to cover every Event that occurs during the measurement period specified in a Proof of Entitlement (PoE) or Transaction Document.

For IBM Website Monitoring on Cloud, an event corresponds to each step performed in a script. Scripts executed multiple times or with multiple steps are counted as separate Events.

3. Charges and Billing

The amount payable for the IBM SaaS is specified in a Transaction Document.

3.1 Partial Month Charges

A partial month charge as specified in the Transaction Document may be assessed on a pro-rated basis.

3.2 Overage Charges

If Client's actual usage of the IBM SaaS during the measurement period exceeds the entitlement stated on the PoE, then Client will be invoiced for the overage, as set forth in the Transaction Document.

4. Account Access

Client is responsible for ensuring that each IBM SaaS User manages and keeps their account information current. Client is responsible for ensuring that each IBM SaaS User protects their account identification and password and controls who may access an IBM SaaS User account or use any IBM SaaS on Client's behalf.

5. Term and Renewal Options

The term of the IBM SaaS begins on the date IBM notifies Client of their access to the IBM SaaS, as documented in the PoE. The PoE will specify whether the IBM SaaS renews automatically, proceeds on a continuous use basis, or terminates at the end of the term.

For automatic renewal, unless Client provides written notice not to renew at least 90 days prior to the term expiration date, the IBM SaaS will automatically renew for the term specified in the PoE.

For continuous use, the IBM SaaS will continue to be available on a month to month basis until Client provides 90 days written notice of termination. The IBM SaaS will remain available to the end of the calendar month after such 90 day period.

6. Technical Support

During the Subscription Period and after IBM notifies Client that access to the IBM SaaS is available, technical support for the IBM SaaS is provided via telephone, email, online forums and SaaS Support Portal. Any enhancements, updates, and other materials provided by IBM as part of any such technical support are considered to be part of the IBM SaaS and therefore governed by this ToU. Technical support is included with the IBM SaaS and is not available as a separate offering.

More information about hours of availability, email addresses, online problem reporting systems, and other technical support communication vehicles and processes are described in the IBM Software as a Service Support Handbook.

Severity	Severity Definition	Response Time Objectives	Response Time Coverage
1	Critical business impact/service down: Business critical functionality is inoperable or critical interface has failed. This usually applies to a production environment and indicates an inability to access services resulting in a critical impact on operations. This condition requires an immediate solution.	Within 1 hour	24x7
2	Significant business impact: A service business feature or function of the service is severely restricted in its use or Client is in jeopardy of missing business deadlines.	Within 2 business hours	M-F business hours
3	Minor business impact: Indicates the service or functionality is usable and it is not a critical impact on operations.	Within 4 business hours	M-F business hours
4	Minimal business impact: An inquiry or non-technical request.	Within 1 business day	M-F business hours

7. IBM SaaS Offering Additional Terms

7.1 Safe Harbor Compliance

IBM abides by the U.S. - EU Safe Harbor Framework as set forth by the United States Department of Commerce regarding the collection, use and retention of information collected from the European Union. For more information about Safe Harbor or to access IBM's certification statement, go to

<http://www.export.gov/safeharbor/>.

7.2 Cookies

Client is aware and agrees that IBM may, as part of the normal operation and support of the IBM SaaS, collect personal information from Client (Client's employees and contractors) related to the use of the IBM SaaS, through tracking and other technologies. IBM does so to gather usage statistics and information about effectiveness of our IBM SaaS for the purpose of improving user experience and/or tailoring interactions with Client. Client confirms that it will obtain or have obtained consent to allow IBM to process the collected personal information for the above purpose within IBM, other IBM companies and their subcontractors, wherever we and our subcontractors do business, in compliance with applicable law. IBM will comply with requests from Client's employees and contractors to access, update, correct or delete their collected personal information.

7.3 Step up Limitation

For IBM on Cloud offerings designated as “Step-up for existing Clients” (“Step-up on Cloud”), Client must have previously acquired appropriate license entitlements to the associated IBM program as identified in the name of the Step-up on Cloud offering. For example, Client who purchases IBM Monitoring on Cloud Step up for existing IBM Tivoli Monitoring Customers must have licensed entitlements to the associated IBM program of IBM Tivoli Monitoring. Client’s entitlements to the Step-up On Cloud cannot exceed Client’s entitlements to the associated IBM program.

When acquiring Step-up on Cloud, Client may not use the same associated IBM program license entitlements within their on-premise installed environment as well as with the Step-up on Cloud entitlements. For example, if Client has 23 Managed Virtual Server entitlements to the associated IBM program and chooses to purchase 10 Step-up on Cloud Average Managed Virtual Server entitlements, Client can monitor 10 Step-up on Cloud Average Managed Virtual Servers from the IBM on Cloud environment and 13 Managed Virtual Servers from the software installed on-premise.

The Step-up on Cloud does not include Subscription and Support for the associated IBM program. Client represents they have acquired the applicable (1) license entitlements and (2) Subscription and Support for the associated IBM program(s). During the Subscription Period of the Step-up on Cloud, Client must maintain current Subscription and Support for the IBM program entitlements used in conjunction with the Step-up on Cloud entitlements. In the event either Client’s license to use the associated IBM program(s) or Client’s Subscription and Support for the associated IBM program(s) is terminated, Client’s right to use the Step-Up on Cloud will terminate.

7.4 Derived Benefit Locations

Where applicable, taxes are based upon the location(s) Client identifies as receiving benefit of the IBM SaaS. IBM will apply taxes based upon the business address listed when ordering an IBM SaaS as the primary benefit location unless Client provides additional information to IBM. Client is responsible for keeping such information current and providing any changes to IBM.

Appendix A

1. IBM Monitoring on Cloud

The IBM Monitoring on Cloud provides end-user experience and resource monitoring to alert users to problems with applications and help resolve them quickly and efficiently.

Monitoring users have the following capabilities:

- IBM Application Performance Management UI (APM UI) allows users to view the health of applications and drill down to see more details such as related events and KPIs for the components associated with that application.
- Automatically discovers and defines application structure, which can be modified or removed.
- Installs and configures agents automatically, with little to no manual intervention required.
- Allows users to identify real end user experience for the application with response time broken down across components.
- Allows users to see key health metrics for all monitored resources.
- Allows users to create and modify thresholds to visually identify issues and receive alerts.

2. IBM Application Diagnostics on Cloud

The IBM Application Diagnostics on Cloud provides deep diagnostic information to pinpoint the root cause of application performance issues, so they can be resolved quickly.

Diagnostics users have the following capabilities:

- IBM Application Performance Management UI (APM UI) allows users to view the health of applications and drill down to see more details such as related events and KPIs for the components associated with that application.
- Automatically discovers and defines application structure, which can be modified or removed.
- Installs and configures agents automatically, with little to no manual intervention required.
- Allows users to see key health metrics for their application servers.
- Breaks performance down to the code level and includes key diagnostic information such as context data and stack traces.

3. IBM Application Performance Management on Cloud

The IBM Application Performance Management on Cloud provides end-user experience, transactions tracking, and resource monitoring to alert users to problems with applications and help resolve them quickly and efficiently.

Users have the following capabilities:

- IBM Application Performance Management UI (APM UI) allows users to view the health of applications and drill down to see more details such as related events and KPIs for the components associated with that application.
- Automatically discovers and defines application structure, which can be modified or removed.
- Installs and configures agents automatically, with little to no manual intervention required.
- With Transactions Tracking, users can identify application performance bottlenecks across all monitored browsers, web servers, and application servers.
- Allows users to identify real end user experience for the application with response time as seen by supported mobile and desktop browser users, broken down across component.
- Allows users to see key health metrics for all monitored resources.
- Allows users to create and modify thresholds to visually identify issues and receive alerts.
- Supports the automatic generation of service requests to resolve an issue in IBM SmartCloud Control Desk, based on IBM Application Performance Management on Cloud alerts.

- Supports integration of IBM Application Performance Management on Cloud events into IBM Tivoli Netcool OMNIBus.

4. IBM Application Performance Management Advanced on Cloud

IBM Application Performance Management Advanced on Cloud provides advanced monitoring capabilities, such as transaction tracking, mobile device monitoring, and code-level diagnostics. It includes all of the capabilities of IBM Application Performance Management and IBM Application Diagnostics, such as:

- IBM Application Performance Management UI (APM UI) allows users to view the health of applications and drill down to see more details such as related events and KPIs for the components associated with that application.
- Automatically discovers and defines application structure, which can be modified or removed.
- Installs and configures agents automatically, with little to no manual intervention required.
- With Transactions Tracking, users can identify application performance bottlenecks across all monitored browsers, web servers, and application servers.
- Allows users to identify real end user experience for the application with response time as seen by supported mobile and desktop browser users, broken down across component.
- Allows users to see key health metrics for all monitored resources.
- Breaks performance down to the code level and includes key diagnostic information such as context data and stack traces.
- Allows users to create and modify thresholds to visually identify issues and receive alerts.
- Supports the automatic generation of service requests to resolve an issue in IBM SmartCloud Control Desk, based on IBM Application Performance Management on Cloud alerts
- Supports integration of IBM Application Performance Management on Cloud events into IBM Tivoli Netcool OMNIBus

5. IBM Operations Analytics – Predictive Insights on Cloud for IBM Monitoring on Cloud

IBM Operations Analytics - Predictive Insights on Cloud for IBM Monitoring extends the capability of IBM Monitoring by:

- Automatically analyzing performance management data to define a baseline for "normal" behavior
- Alerting an operator when a metric deviates from that baseline by raising an anomaly in the APM UI
- Allowing an operator to deep dive on the anomaly including pulling in related metrics to allow them to get to root cause quicker.

6. IBM Operations Analytics – Predictive Insights on Cloud for IBM Application Performance Management on Cloud and IBM Application Performance Management Advanced on Cloud

IBM Operation Analytics – Predictive Insight on Cloud for IBM Application Performance Management and IBM Application Performance Management Advanced extends the capability of IBM Application Performance Management and IBM Application Performance Management Advanced by:

- Automatically analyzing performance management data to define a baseline for "normal" behavior
- Alerting an operator when a metric deviates from that baseline by raising an anomaly in the APM UI
- Allowing an operator to deep dive on the anomaly including pulling in related metrics to allow them to get to root cause quicker.

7. IBM Website Monitoring on Cloud for IBM Application Performance Management on Cloud

IBM Website Monitoring on Cloud extends the capabilities of IBM Application Performance Management or IBM Application Performance Management Advanced by providing visibility into the availability and performance of Client's applications using synthetic transactions that are executed from multiple locations around the world without the need to install any infrastructure.

8. IBM Website Monitoring on Cloud for IBM Application Performance Management Advanced on Cloud

IBM Website Monitoring on Cloud extends the capabilities of IBM Application Performance Management or IBM Application Performance Management Advanced by providing visibility into the availability and performance of Client's applications using synthetic transactions that are executed from multiple locations around the world without the need to install any infrastructure.

9. IBM Application Performance Management SAP Extension Pack on Cloud for IBM Application Performance Management on Cloud

IBM Application Performance Management SAP Extension Pack on Cloud is targeted at providing high performance data processing and analytics, so it's important to ensure that it's performing optimally. That's precisely what the IBM Monitoring Agent for SAP HANA does, providing key information to determine the health and performance of Client's SAP HANA environment. It's available as part of the IBM Application Performance Management SAP Extension Pack on Cloud component, which is offered as an add-on to either IBM Application Performance Management (APM) on Cloud or IBM APM Advanced on Cloud.

10. IBM Application Performance Management SAP Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud

IBM Application Performance Management SAP Extension Pack on Cloud is targeted at providing high performance data processing and analytics, so it's important to ensure that it's performing optimally. That's precisely what the IBM Monitoring Agent for SAP HANA does, providing key information to determine the health and performance of Client's SAP HANA environment. It's available as part of the IBM Application Performance Management SAP Extension Pack on Cloud component, which is offered as an add-on to either IBM Application Performance Management (APM) on Cloud or IBM APM Advanced on Cloud.

11. IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Monitoring on Cloud

IBM Performance Management Data Analytics Extension Pack on Cloud can also monitor the performance and availability of Client's Hadoop system, helping Client to identify and resolve issues while dealing with processing and analyzing large sets of data. This Extension Pack is offered as an add-on to either IBM Monitoring on Cloud, IBM APM on Cloud, or IBM APM Advanced on Cloud.

12. IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Application Performance Management on Cloud

IBM Performance Management Data Analytics Extension Pack on Cloud can also monitor the performance and availability of Client's Hadoop system, helping Client to identify and resolve issues while dealing with processing and analyzing large sets of data. This Extension Pack is offered as an add-on to either IBM Monitoring on Cloud, IBM APM on Cloud, or IBM APM Advanced on Cloud.

13. IBM Performance Management Data Analytics Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud

IBM Performance Management Data Analytics Extension Pack on Cloud can also monitor the performance and availability of Client's Hadoop system, helping Client to identify and resolve issues while dealing with processing and analyzing large sets of data. This Extension Pack is offered as an add-on to either IBM Monitoring on Cloud, IBM APM on Cloud, or IBM APM Advanced on Cloud.

14. IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Monitoring on Cloud

IBM Performance Management Infrastructure Extension Pack on Cloud provides monitoring for Citrix Virtual Desktop Infrastructure solutions.

15. IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Application Performance Management on Cloud

IBM Performance Management Infrastructure Extension Pack on Cloud provides monitoring for Citrix Virtual Desktop Infrastructure solutions.

16. IBM Performance Management Infrastructure Extension Pack on Cloud for IBM Application Performance Management Advanced on Cloud

IBM Performance Management Infrastructure Extension Pack on Cloud provides monitoring for Citrix Virtual Desktop Infrastructure solutions.



Appendix B

IBM provides the following availability service level agreement (“SLA”) for the IBM SaaS as specified in a PoE. The SLA is not a warranty. The SLA is available only to Client and applies only to use in production environments.

1. Availability Credits

Client must log a Severity 1 support ticket with the IBM technical support help desk within 24 hours of first becoming aware of an event that has impacted the IBM SaaS availability. Client must reasonably assist IBM with any problem diagnosis and resolution.

A support ticket claim for failure to meet an SLA must be submitted within three business days after the end of the contracted month. Compensation for a valid SLA claim will be a credit against a future invoice for the IBM SaaS based on the duration of time during which production system processing for the IBM SaaS is not available (“Downtime”). Downtime is measured from the time Client reports the event until the time the IBM SaaS is restored and does not include time related to a scheduled or announced maintenance outage; causes beyond IBM’s control; problems with Client or third party content or technology, designs or instructions; unsupported system configurations and platforms or other Client errors; or Client-caused security incident or Client security testing. IBM will apply the highest applicable compensation based on the cumulative availability of the IBM SaaS during each contracted month, as shown in the table below. The total compensation with respect to any contracted month cannot exceed 10 percent of one twelfth (1/12th) of the annual charge for the IBM SaaS.

2. Service Levels

Availability of the IBM SaaS during a contracted month

Availability during a contracted month	Compensation (% of monthly subscription Fee* for contracted month which is the subject of a claim)
Less than 99.8%	2%
Less than 98.8%	5%
Less than 95.0%	10%

* If the IBM SaaS was acquired from an IBM Business Partner, the monthly subscription fee will be calculated on the then-current list price for the IBM SaaS in effect for the contracted month which is the subject of a Claim, discounted at a rate of 50%. IBM will make a rebate directly available to Client.

Availability, expressed as a percentage is calculated as: the total number of minutes in a contracted month, minus the total number of minutes of Downtime in a contracted month, divided by the total number of minutes in a contracted month.

Example: 432 minutes total Downtime during contracted month

$\frac{43,200 \text{ total minutes in a 30 day contracted month} - 432 \text{ minutes Downtime}}{43,200 \text{ total minutes}} = 42,768 \text{ minutes}$	<p>= 2% Availability credit for 99.0% availability during the contracted month</p>
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Services, programs, enabling software or agents running on Client systems or third party-provided systems are not eligible for SLA credit.