



RULES OF ENGAGEMENT

Non – Exclusive Business Agreements

USCC will amend this Rules of Engagement from time to time and USCC will update this Rules of Engagement in the Partner Portal and notify the Dealer via e-mail.

The engagement between USCC and Dealer will be guided by the following assumptions:

1. DEFINITIONS

- a) **PROSPECT** - A new company that does not have an existing billing account with USCC
- b) **ACTIVE OPPORTUNITY** - An opportunity with engagement & next steps documented in SFDC within the last 90 days
- c) **INACTIVE OPPORTUNITY** - No engagement or next steps documented in SFDC in the last 90 days for a prior opened opportunity
- d) **LIKE OPPORTUNITY** - An Active Opportunity is registered for the same customer with similar products, services, and quantities
- e) **UN-LIKE OPPORTUNITY** - An Active Opportunity is registered for the same customer but for a different products, service or quantities

2. DEAL REGISTRATION & APPROVAL

- a) The Dealer will register all USCC subscriber opportunities using the defined path as outlined in the Partner Portal, “Deal Registration Process”.
- b) Dealer agrees to not pursue the USCC opportunity prior to receiving USCC approval. USCC commits to review and notify Dealer of opportunity approval status no later than 24 business hours after the Dealer registers the opportunity
- c) Dealer understands that unregistered USCC opportunities or USCC denied registered opportunities, may result in loss of Dealer commissions.
- d) Deal Registration Approval will be determined by the following engagement rules by segment type as defined

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Non – Exclusive Business Agreements

SMB Segmented Accounts <500 Employees

| Lead Gen | Opportunity Scenario | Approval | Sales Role | Sales Commission |
|----------|---|--|--|---|
| Partner | No existing opportunity with activity, in SFDC, in the last 90 days | Approved for Partner to Sell | <ul style="list-style-type: none"> Partner leads, quotes, & USCC activates the approved opportunity using the Partner's location code on the Partner's behalf | Partner 100% Commission unless otherwise agreed too |
| | Existing opportunity with activity in the last 90 days, but the opportunity is <u>not like</u> * <i>Example: SMB Assoc has 10 HS and Partner identifies 5 tablets in the same customer account</i> | Approved for both Partner & SMB Sales Assoc. to Sell | <ul style="list-style-type: none"> Partner & SMB Assoc. approach the opportunity as a team, to lead, quote, & contract USCC activates the approved opportunity using the Partner's location code on the Partner's behalf (5 tablets in the example) SMB Assoc. activates their opportunity (10 HS in the example) | Partner 100% Commission for the Partner opportunity only (5 tablets in the example) unless otherwise agreed too |
| | Existing <u>like</u> opportunity with activity in SFDC in the last 90 days | Partner <u>not</u> Approved to Sell | SMB Assoc. continues to sell | Partner 0% Commission |

Public Sector Segmented Accounts

| Lead Gen | Opportunity Scenario | Approval | Sales Role | Sales Commission |
|----------|--|---|--|---|
| Partner | No existing opportunity with activity, in SFDC, in the last 90 days | Approved for Partner to Sell | <ul style="list-style-type: none"> Partner leads, quotes, & USCC activates the approved Partner opportunity, using the Partner's location code | Partner 100% Commission unless otherwise agreed too |
| | Existing opportunity with activity in the last 90 days, but the opportunity is <u>not like</u> * <i>Example: PS Assoc has 10 HS and Partner identifies 5 tablets in the same customer account</i> | Approved for both Partner & PS Sales Assoc. to Sell | <ul style="list-style-type: none"> Partner & PS Assoc. approach the opportunity as a team, to lead, quote, & contract Partner leads, quotes, & USCC activates the approved Partner opportunity, using the Partner's location code (5 tablets in the example) PS Assoc. activates their opportunity (10 HS in the example) | Partner 100% Commission for the Partner opportunity only (5 tablets in the example) unless otherwise agreed too |
| | Existing <u>like</u> opportunity with activity in SFDC in the last 90 days | Partner <u>not</u> Approved to Sell | Existing opportunity owner continues to sell | Partner 0% Commission |

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Enterprise Segmented Accounts >500 Employees

| Lead Gen | Opportunity Scenario | Approval | Sales Role | Sales Commission |
|----------|---|--|---|--|
| Partner | No existing opportunity with activity, in SFDC, in the last 90 days | Approved for Partner to Sell | <ul style="list-style-type: none"> • Partner & BPM engage the assigned ENT Assoc. • ENT Associate assist the Partner and BPM with quoting and contracting as needed • Partner leads, quotes, & USCC activates the approved opportunity using the Partner's location code on the Partners behalf | Partner 100% Commission unless otherwise agreed too |
| | Existing opportunity with activity in the last 90 days, but the opportunity is <u>not like</u> * <i>Example: ENT Assoc has 10 HS and Partner identifies 5 tablets in the same customer account</i> | Approved for both Partner & ENT Sales Assoc. to Sell | <ul style="list-style-type: none"> • Partner & ENT Assoc. approach the opportunity as a team, to lead, quote, & contract • USCC activates the approved opportunity using the Partner's location code (<i>5 tablets in the example</i>) • ENT Assoc. activates their opportunity (<i>10 HS in the example</i>) | Partner 100% Commission for the Partner opportunity only (<i>5 tablets in the example</i>) unless otherwise agreed too |
| | Existing <u>like</u> opportunity with activity in SFDC in the last 90 days | Partner <u>not</u> Approved to Sell | ENT Assoc. continues to sell | Partner 0% Commission |

3. Deal Registration Dispute Process

- a) Any disputes regarding a decision made by USCC regarding the Rules of Engagement and Deal Registration Approval policies, should be directed in writing, via email, to your USCC assigned Partner Program resource, currently, you assigned Business Partner Manager. Disputes will be reviewed by the Business Partner Program leadership team and responded to within 48 business hours.

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Section II – Business Partner Sales Motions & Process

| | Business Indirect Sales Partners | | |
|---------------------|---|---|--|
| | Sell Alone | Partner Led Co-Sell | Direct Led Co-Sell |
| | New Logo & Existing Customers | New Logo & Existing Customers | New Logo & Existing Customers |
| | <i>Used when you generate the lead and sell on your own</i> | <i>Only if you want a USCC direct seller to engage, otherwise you are selling alone</i> | <i>Used only if you are engaged by a USCC direct seller to provide an approved value -added solution or hardware</i> |
| Lead Generation | Partner or Sub | Partner or Sub | USCC Direct Seller |
| Deal Registration | Partner or Sub | Partner or Sub | USCC Direct Seller & Partner/Sub |
| Quote & Proposal | Partner or Sub | Partner/Sub & USCC Direct Seller | USCC Direct Seller & Partner/Sub |
| Customer Signatures | Biz Indirect Team | Biz Indirect Team | USCC Direct Seller |
| Implement/Activate | Biz Indirect Team | Biz Indirect Team | USCC Direct Seller |

CO-SELLING with UScellular Business Indirect Partners

WIN TOGETHER, FASTER, and CREATE a BETTER CUSTOMER EXPERIENCE

We believe Direct Sellers & Partners should COMPLIMENT EACHOTHER, NOT COMPETE



ENGAGE & PLAN

Partners & direct sellers engage, build relationships and plans to maximize opportunities



SHARE LEADS

Reciprocal Lead Sharing
Partner to Direct
Direct to Partner



COLLABORATE

Collaborate with transparency & accountability on every deal



CLOSE CO-SELL DEALS

Win together, faster, and provide a better experience for the customer



EARN COMMISSION

Partner & Direct sellers earn commission on co-sell deals

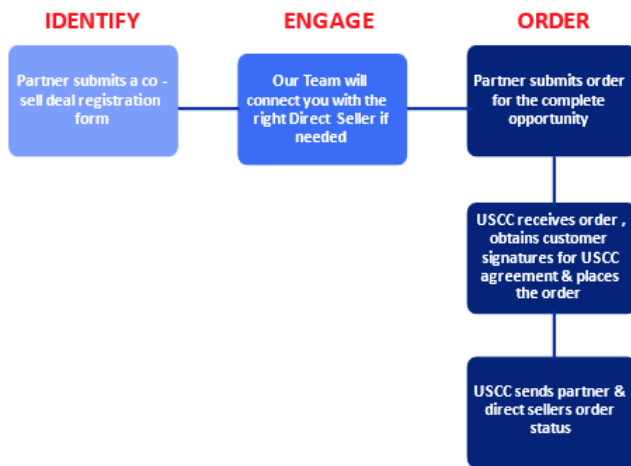


EVALUATE ENGAGEMENT

Pipeline reviews & QBRs with Direct sellers & Partners

RULES OF ENGAGEMENT
Non – Exclusive Business Agreements

Partner Sell Alone Process

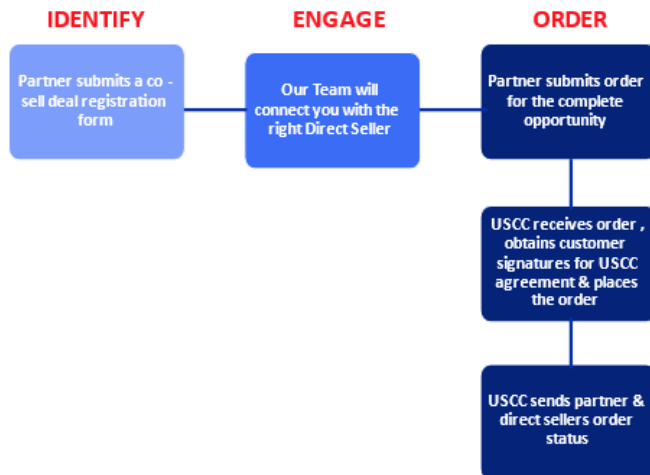


UScellular Partner Led Co-Sell Approval Guidelines

Partner led co-sell deals are approved unless

- There is an existing like oppty already being worked by another partner and or USCC direct seller
- ❖ *We commit to an open discussion to identify the best approach to ensure the customer, and partner needs are met.*
- ❖ *Prior to denying any Partner Led CoSell deal, we will reach out to discuss your engagement*

Partner Led Co-Sell Process



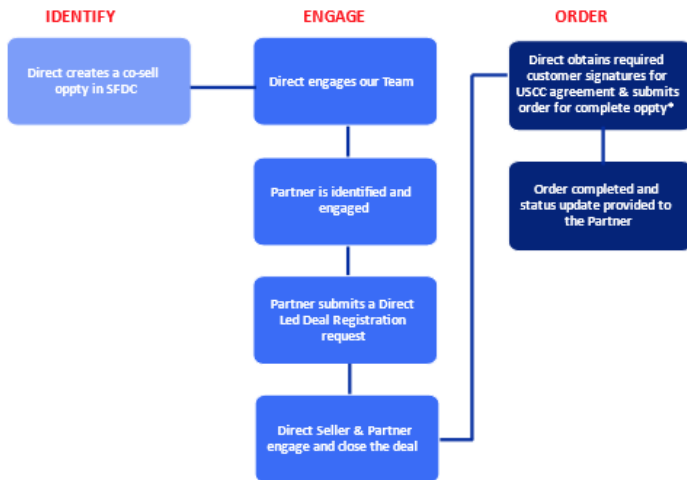
UScellular Partner Led Co-Sell Approval Guidelines

Partner led co-sell deals are approved unless

- There is an existing like oppty already being worked by another partner and or USCC direct seller
- ❖ *We commit to an open discussion to identify the best approach to ensure the customer, and partner needs are met.*
- ❖ *Prior to denying any Partner Led CoSell deal, we will reach out to discuss your engagement*

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Direct Led Co-Sell Process



UScellular Direct Led Co-Sell Approval Guidelines

Direct led Co-Sell deals are approved unless

- There is an existing like oppty already approved for another partner

- ❖ *We commit to identifying the best approach to ensure the customer, and partner needs are met.*
- ❖ *Prior to denying any Direct Led CoSell deal, we will reach out to discuss your engagement*