Appendix B – Definitions

A

Word or Phrase	Meaning
Acceptable Use Policy (or AUP)	Unit4's policy in relation to acceptable use of Unit4 SaaS available here: www.unit4.com/terms.
Account	a unique account established for each individual User to access the Unit4 Product.
Account Administrator	an appropriate and qualified Business User who will have administrative level control for creation, maintenance and deletion of Accounts providing access to the Unit4 Product.
Active Business Record	a record of an individual (e.g. an Account), kept and maintained by the Customer to allow it to perform its internal business purposes, which is in use and periodically accessed by either the Customer or that individual.
Affiliate	any entity which directly or indirectly controls, is controlled by, or is under common control with the subject entity. "Control" for purposes of this definition, means direct or indirect ownership or the ability to exercise that control over more than 50% of the voting interests of the subject entity.
Agreement	the legally binding terms and conditions agreed between Unit4 and the Customer in relation to the purchase by the Customer of Products and/or Services set out in an Order Form.
Applicable Law	all laws, statutes and regulations in force from time to time applicable to the Parties.
Application Management Service	delivery of Unit4 Professional Services on an annual or monthly charging basis to assist Customers in the application management of a specific Unit4 Product.
Assigned Support Team	a multi-disciplinary support team that understands the Customer's software environment, which is assigned to the Customer to assist with Cases.

B

Word or Phrase	Meaning
Basic Support	See Standard Support.
Bespoke Development	a commissioned project or package of activities (agreed between the Parties in an Order Form) to amend or supplement code of the Unit4 Product.
Billing Start Date	the first day of the month following the Effective Date being the date on which annual billing commence.
Business Days	Monday to Friday, excluding public holidays in the Territory.
Business Hours	9.00 a.m. to 5.00 p.m. on any Business Day.
Business User	See Enterprise User

C

Word or Phrase	Meaning
Case	a request for Unit4 Customer Support that is either an Incident or a Service Request.
Cloud Production Environment	the production environment of Unit4 SaaS (in the production data centre), which excludes any non-production environments such as preview, testing, quality, development and acceptance environments.
Confidential Information	all confidential information (including Personal Data) disclosed by the Disclosing Party to the Receiving Party, whether orally or in writing, that is designated as confidential or that reasonably should be understood to be confidential given the nature of the information and the circumstances of disclosure. However, Confidential Information shall not include any information that (i) is or becomes generally known to the public without breach of any obligation owed to the Disclosing Party, (ii) was known to the Receiving Party (including its directors, officers, employees, contractors or agents) prior to its disclosure by the Disclosing Party without breach of any obligation owed to the Disclosing Party, (iii) is received from a third party without breach of any obligation owed to the Disclosing Party, or (iv) was independently developed by the Receiving Party.

Word or Phrase	Meaning
Configuration	any solution setup that is accomplished by changing standard menus and functionality within the application itself. For the avoidance of doubt, Configuration excludes Customization and Bespoke Development.
Customer	the customer Party whose details are set out in an Order Form.
Customer Data	all data or information submitted by Customer (whether) directly or indirectly to Unit4.
Customer Service Owner	one Named Support Contact nominated by the Customer, whose name and contact details (including an email address and telephone number) are provided by the Customer to Unit4 (and shall be updated by the Customer from time to time) that Unit4 will use as a key point of contact in the event of any time sensitive issues relating to the Product.
Customization	activities (usually delivered as Professional Services) to amend or supplement code of the Unit4 Product that is not sufficiently extensive to be classified as Bespoke Development (Customization includes for example Custom Reports and Integration Development).
Customization Object	the product of any Customization being any code change (for example AG16 or ACT) or other database object not created using the changing of standard Unit4 Product menus and functionality;
Custom Reports	activities (usually delivered as Professional Services) to amend or supplement code of the Unit4 Product for the development of reports that are not included in the standard Unit4 Product.

D

Word or Phrase	Meaning
Data Breach	a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorized disclosure of Personal Data or access to Personal Data transmitted, stored or otherwise Processed.
Data Processing Terms	Annex A(i) to Appendix A being the Unit4 Data Processing Terms.
Data Protection Authority	a relevant authority or other body appointed under Data Protection Legislation to monitor and enforce the same.
Data Protection Legislation	all applicable law relating to the processing of personal data, in particular the General Data Protection Regulation (EU) 2016/679 ("**GDPR**"); and (ii) to the extent it relates to the processing of personal data any applicable law which amends, supersedes or replaces existing law.
Data Protection Officer or DPO	the professional, knowledgeable person who advises on and monitors compliance with the Data Protection Legislation and privacy policy within an organization.
Data Subject	a natural person, directly or indirectly identified or identifiable by reference to an identifier such as his name, an identification number location data, an online identifier or one or more elements specific to his physical, physiological, mental, economic, cultural or social identity.
Deviation Schedule	a Schedule (usually attached or appended to an Order Form) showing any agreed variations to Unit4's standard terms and conditions (whether as a table or red-line).
Disaster	an unplanned event or circumstance of a significant scale, considerable impact or prolonged period that results in unavailability of the Cloud Production Environment and which does not occur as a result of the Service Outage Exclusions. For example, Disasters would include, but are not limited to, natural disasters such as floods, hurricanes, tornadoes or earthquakes, hazardous material spills, failure of infrastructure (external to the data center) and bioterrorism. Non-catastrophic events such as server outages, IT hardware or software failure and other such disruptions are not considered Disasters and are covered by high availability features of the Unit SaaS operating environment.
Disclosing Party	in relation to the disclosure and receipt of Confidential Information, the Party and/or its respective Affiliates disclosing the Confidential Information.

E

Word or Phrase	Meaning
Effective Date	the effective date of the Agreement being the date that the Parties state in an Order Form that the Agreement takes effect or, in the absence of any specified date, the date that the last Party signs an Order Form.
Enhanced Support	a package of service entitlements in addition to Standard Support which are delivered in accordance Annex C(i) to Appendix C – Unit4 Enhanced Support – Service Description available here: www.unit4.com/terms.
Enterprise User	appropriately trained employees or sub-contractors (as approved by Unit4 from time to time whether by publishing a list or in writing) of the Customer or its Affiliates who require access to all core functionality including configuration of the application, data, processes and delivery model of the Unit4 Product.
Escrow Policy	details of Unit4's escrow providers for each Product available here: www.unit4.com/terms.
Expenses	Unit4's reasonably incurred expenses for accommodation, subsistence and travel for supplying Professional Services at any premises other than Unit4's.
Extended Legacy Tiered Support	the continued provision of Support, but not Maintenance via Unit4 Customer Support to unsupported Releases of Unit4 Products, provided only in accordance with the Unit4 Support Terms.

F

Word or Phrase	Meaning
Force Majeure	circumstances beyond a Party's reasonable control, whether or not foreseeable, where such Party can demonstrate it has suffered a significant and unavoidable interruption or delay including war, terrorism, epidemic, interruption of electricity, internet, means of telecommunication, strikes and unavailability of Personnel and any delay caused by any act or omission of the other Party.

G

Word or Phrase	Meaning
Good Industry Practice	using standards, practices, methods and procedures and exercising that degree of skill, care, diligence, prudence and foresight which would reasonably and ordinarily be expected from a skilled and experienced person engaged in a similar type of undertaking under the same or similar circumstances;

H

Word or Phrase	Meaning
Hot Fix	an urgent and often time sensitive revision of Unit4 Product issued (usually) at greater frequency than an Update or Release, which contains vital corrections to errors in the Unit4 Product to stabilize availability or maintain security objectives.

I

Word or Phrase	Meaning
Incident	an issue with the Unit4 Products that interrupts the current mode of operation and/or business processes of the Customer.
Initial Response Time Objective	the objective or target set by Unit4 for responding to an Incident as set out in the Priority Level Designation Table.
Installation Address	the address where the Customer chooses to install the on premises edition of the Unit4 Product (as provided to Unit4 from time). In the absence of any such address being provided by the Customer, the Installation Address shall be taken to mean the Customer's registered office address as provided in the Order Form.
Integration Development	activities (usually delivered as Professional Services) involving the development of capability that is intended to create an interface between the Unit4 Product and a third party system or solution.
Intellectual Property Rights or "IPRs"	patents, utility models, rights to inventions, copyright and neighboring and related rights, moral rights, trade marks (or trademarks) and service marks, business names and domain names, rights in get-up and trade dress, goodwill and the right to sue for passing off or unfair competition, rights in designs, rights in computer software, database rights, rights to use, and protect the confidentiality of, confidential information (including know-how and trade secrets) and all other intellectual property rights, in each case whether registered or unregistered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world.

K

Word or Phrase	Meaning
Key Performance Indicator or "KPI"	an objectively measurable indication of performance as set out in the SLA.

M

Word or Phrase	Meaning
Maintenance	in relation to a Product, the provision of proactive maintenance including bug-fixing, security patches and other corrective updates.
Malicious Code	viruses, worms, time bombs, Trojan horses and other harmful or malicious code, files, scripts, agents or programs.
Minimum Term	in relation to the purchase of Unit4 SaaS or other Services subject to a Minimum Term, the minimum term set out in the Order Form for which the Customer commits to the purchase of the applicable Product or Service and runs from the Billing Start Date. In the absence of any agreement to the contrary in the Order Form, the default "Minimum Term" shall be three (3) years.
Modern Slavery and Human Trafficking Statement	The Unit4 Anti-Modern Slavery and Anti-Human Trafficking Statement available here: www.unit4.com/terms.

N

Word or Phrase	Meaning
Named Support Contacts	those representative Professional Users or Enterprise Users of the Customer named from time to time as support contacts for the Unit4 Products as defined in the Unit4 Support Terms.
Non Production Environment or NPE	an environment that holds not production data loads and to which the Unit4 SLA does not apply.
Non-Unit4 Applications	all applications, products and/or services whether online or offline used or accessed by the Customer that do not form part of the Products or Services provided by Unit4 (for itself and on behalf of its Third Party Providers).

O

Word or Phrase	Meaning
On Premises Environment	an environment (as permitted under the Agreement) on which the Unit4 Product is installed by the Customer.
Order Form	any ordering document (including order form, statement of work, quote or other document) executed by an authorized signatory of each Party for the provision of Products and Services subject to the terms of the Agreement. The term "Order Forms" shall be construed accordingly.

P

Word or Phrase	Meaning
Party	each of the Parties to the Agreement and the term "Parties" shall be construed accordingly (as referring to both of them).
Personal Data	any information relating to a Data Subject and that is provided by Customer or any of its Affiliates or Personnel.
Personnel	any persons employed by Unit4 or the Customer (as appropriate).
Planned Maintenance	the period of time in which planned maintenance window for the Cloud Production Environment is scheduled which is set out in the Service Description or on the Unit4 Community.
Premium Support	a package of service entitlements in addition to Standard Support which are delivered in accordance Annex C(ii) to Appendix C – Unit4 Premium Support – Service Description available here: www.unit4.com/terms.
Policy Documentation	Unit4's or any of its sub-suppliers' additional documentation and information containing established policies and/or procedures and/or information relating to the Products and/or Services purchased by the Customer (all) as may be updated from time to time and made available here: www.unit4.com/terms.
Prevailing Rates	Unit4's prevailing rates for Unit4 Products and/or Unit4 Services (as applicable) as may be provided to the Customer by Unit4 from time to time.
Priority Level Designation	a priority level (between 1 and 4) designated to an Incident in accordance with the guidance provided in the Priority Level Designation Table.
Priority Level Designation Table	the table of the same name set out at figure 1 in the Unit4 Customer Support Terms.
Privacy Policy	the Unit4 Privacy Policy available here: www.unit4.com/terms.
Process / Processing	any operation or set of operations that is performed with Personal Data, whether or not by automatic means, such as but not limited to collection, recording, organization, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, blocking, erasure or destruction.
Production Service	the Cloud Production Environment.
Products	(as applicable) any Unit4 Products and/or Third Party Products.
Project	a defined piece of work comprising Professional Services usually to implement or upgrade a Unit4 Product.
Professional Services	any or all of the following services: general consultancy; implementation consultancy; installation services; project management services; technical assistance; data migration; design; addressing issues and faults; development of software; scheduled training; customized training courses; production of documents or related materials; or any other time based activity.
Professional User	appropriate trained employees or sub-contractors of the Customer or its Affiliates who require access to the Unit4 Product for data inputting and reporting or for managers and/or service professionals to perform in their role within the Customer's organization and support all Customer's internal business purposes.

R

Word or Phrase	Meaning
Receiving Party	in relation to the disclosure and receipt of Confidential Information, the Party and/or its respective Affiliates receiving the Confidential Information from the Disclosing Party.
Record	a data record stored within a Customer's database (for example a line in a timesheet).

Word or Phrase	Meaning
Recovery Point Objective (or "**RPO**")	the maximum targeted time period in which data may be lost, measured backwards from the point in time when Cloud Production Environment became unavailable as a result of the Disaster.
Recovery Time Objective (or "**RTO**")	the amount of time that it takes Unit4 to perform the restoration of the Cloud Production Environment to the state before it became unavailable as a result of a Disaster.
Release	a new iteration of a Unit4 Product that is made available to the Customer (either as part of Unit4 Customer Support or Unit4 SaaS) and for the avoidance of doubt, a list of the current and previous Releases of the Unit4 Products are available here: www.unit4.com/terms.
Renewal Date	any anniversary of the Billing Start Date.
Resolution	one or more of the following actions, as appropriate, in response to an Incident: (i) provision of the requested advice; (ii) explanation of how a particular element of functionality should be used; (iii) provision of an alternative method of system operation where an error has been identified and agreed; (iv) provision of a workaround or other solution; and (v) where no alternative method of system operation or workaround is possible, confirmation that an application error has been identified and logged for error correction with Unit4's R&D organization.
Resolution Objective	the time targeted by Unit4 to provide a Resolution in relation to an Incident.

S

Word or Phrase	Meaning
Self-Service User	all people (including employees, students, consultants, contingent workers, independent contractors, retirees, citizens, prospective students and alumni) for whom the Customer or its Affiliates hold an Active Business Record that is recorded in or held by the Unit4 Product and who require access to functionality to service individual needs.
Sensitive Personal Data	Personal Data consisting of information about a Data Subject's racial or ethnic origin, political opinions, religious or similar beliefs, trade union membership, physical or mental health or condition, sexual life, or commission of or proceedings for any offense committed or alleged to have been committed by the Data Subject.
Services	(as applicable) any Unit4 Services and/or Third Party Services.
Service Availability	the amount of time (given as a percentage) that the Unit4 Cloud Production Environment is available for use.
Service Credit	a service credit payable in accordance with Section 2 of Appendix D.
Service Description	the applicable Service Description describing the delivery of the cloud service in relation to a Product.
Service Level Agreement (or SLA)	Appendix D – Unit4 Service Level Agreement or (if specified in an Order Form or Deviation Schedule) a different SLA or Third Party Provider service level agreement. The SLA is available here: www.unit4.com/terms.
Service Outage	the amount of time (expressed in minutes) in any given month that the Unit4 Cloud Production Environment is **not** available for use, but excludes any outages as a result of "Service Outage Exclusions".
Service Outage Exclusions	- Planned Maintenance; - failure of any circuits or connections provided by third party telecommunication providers or common carriers; - failure of any external internet service provider or an internet exchange point; - acts or omissions of the Customer or any Users permitted to access the Cloud Production Environment;

Word or Phrase	Meaning
	- behavior of Customer applications, equipment or managed operating systems; and - Force Majeure.
Service Quality Report	a report setting out the performance of Unit4 against any KPIs.
Service Request	a request by the Customer to change the parameters of Customer's existing Unit4 Product configuration or a request for assistance that is not covered under Customer's Unit4 Customer Support package.
Service Request Catalog	a standard list of Service Requests from which the Customer may choose.
Service Response	the processing time of the Cloud Production Environment to complete requests submitted from a web browser and excludes requests submitted via Unit4 APIs.
Service Restore	the time it takes Unit4 to perform the restoration of a recent Cloud Production Environment back-up (at the request of the Customer).
Significant Revision	a significant revision to the Unit4 Product, such that it resembles a new software product or a greatly enhanced version of the product, which Unit4 may choose to name consistently with the previous one.
Software Subscription	an annual subscription license to Use the Unit4 Product as set out in an Order Form.
Software License	a long term license to Use the Unit4 Product set out in an Order Form.
Solution Description	where available and published on www.unit4.com/terms the solution description setting out a description of the functionality of the specific Unit4 Product or (alternatively) functional sheets or specifications / solution descriptions provided by Unit4 from time to time.
Specification	the Solution Description for the applicable Unit4 Product or (where there has been a documented tender process) the functionality set out in Unit4's response to tender as modified by any subsequent clarification documentation provided by Unit4 to the Customer.
Standard Support	the delivery of Unit4 Customer Support in accordance with the provisions of the Unit4 Support Terms.
Statement of Work	a document that is agreed between the Parties relating to the delivery of Professional Services which sets out (i) the tasks and deliverables of both Unit4 and the Customer in relation to a particular Project (ii) the charges payable by the Customer to Unit4 for completion of the scope of work comprising the Unit4 tasks and deliverables; and (iii) any assumptions and qualifications made by Unit4 in reaching and agreeing those charges.
Statistical Data	the aggregated and statistical data (or any analysis thereof) derived from the provision of the Unit4 Product, including, without limitation, the number of records stored, the number and types of transactions, configurations and reports processed in the Unit4 Product.
Sub-Processor	any sub-contractor or Third Party Provider that is engaged by the Processor for the performance of any part of the Agreement and the related Processing.
Support	in relation to a Product, the response to and Resolution of Cases on a reactive basis.
Support Escalation Process	the escalation process as updated from time to time by Unit4, which can be provided to the Customer on request, setting out the escalation pathway for disputes or disagreements about the provision of Unit4 Customer Support.

T

Word or Phrase	Meaning
Taxes	any taxes, levies, duties or similar governmental assessments of any nature, including but not limited to value-added, sales and use, or withholding taxes, assessable by any local, state, provincial, federal or foreign jurisdiction.
Term	the term of the Agreement.
Terms of Business	Appendix A - Unit4's General Terms of Business setting out the terms and conditions applicable between Unit4 and the Customer in relation to the purchase by the Customer of Products and/or Services available here: www.unit4.com/terms.
Territory	where Unit4 has its registered office address.
Third Party Documentation	the online data sheets and documentation for the Third Party Products and/or Third Party Services, as updated from time to time.
Third Party Information and Terms Policy	Information and documentation relating to Unit4's Third Party Providers and terms of use available here: www.unit4.com/terms.
Third Party Products	any Third Party Provider proprietary software products that are either: (i) delivered to the Customer under a direct license from Unit4; or (ii) directly licensed to the Customer from the applicable Third Party Provider.
Third Party Provider	a provider of Third Party Product and/or Third Party Services.
Third Party Services	any Third Party Provider cloud services, support services, consulting services or other services provided by a Third Party either: (i) subject to the terms of the Agreement; or (ii) subject to a direct agreement between the Customer and the applicable Third Party.
Third Party Terms	any specific third party terms and conditions that are incorporated into the Order Form and which apply to the delivery of any Third Party Products or Third Party Services.
Tiered Support	the provision of Unit4 Customer Support to the Customer in accordance with the terms of Appendix C(i) the Unit4 Global Tiered Support Packages – Service Description.
Total Time	the total time (expressed in minutes) in any given month (where Service Availability is being calculated).
Transaction	the creation or modification of a Record.

U

Word or Phrase	Meaning
Unit4	the Unit4 contracting entity that is Party to the Order Form.
Unit4 Account Representative Function	the Unit4 personnel that is/are designated responsible for the overall conduct of the relationship with the Customer.
Unit4 Community	Unit4's on-line community platform where Unit4 customers may find information, access on-line resources, interact with each other, ask questions and the method by which Customer can submit and monitor requests for Unit4 Customer Support.
Unit4 Customer Support	the support services provided by Unit4 in relation to any Unit4 Product in accordance with the Unit4 Support Terms.
Unit4 Documentation	the online data sheets and documentation for the Unit4 Product and/or Unit4 Services, as updated from time to time.
Unit4 Product	any Unit4 Software and/or Unit4 SaaS purchased by the Customer in an Order Form and "Unit4 Products" shall be construed accordingly.
Unit4 Professional Services	any Professional Services provided by (or on behalf of) Unit4 to the Customer under the Agreement.
Unit4 SaaS	Unit4's software as a service as made available to the Customer.
Unit4 Services	(as applicable) Unit4 SaaS, Unit4 Customer Support and Unit4 Professional Services.
Unit4 Software	Unit4's proprietary software products that are delivered to and licensed for Use by the Customer under an Agreement (which for the avoidance of doubt may be Used on premises or hosted by another party).
Unit4 Support Terms	Appendix C - Unit4 Standard Support Terms available here: www.unit4.com/terms.

Unit4 Terms	the Appendices, Policy Documentation and information sheets available here: www.unit4.com/terms.
Update	a scheduled revision of Unit4 Product issued at greater frequency than a Release, which contain corrections to errors in the Unit4 Product and or contains small functional enhancements to the Unit4 Product.
Unplanned Preventative Maintenance	unavailability relating to unplanned maintenance for unforeseen and exceptional circumstances, without which a serious incident or issue may occur to Unit4 SaaS.
Usage Limit	the limit on Use by the Customer of the relevant Product or Service. This may include limits on Users or other metrics (e.g. FTE) as set out in an Order Form and/or restrictions on (inter alia) allocated cloud storage, API calls and Transactions (each as set out in the applicable Service Descriptions).
Use	any and all use of and/or access to the Unit4 Product or Service whether such use or access is direct or indirect, and of whatever nature including, but not limited to, multiplexing, pooling or through any API connection access.
User	all users (of whatever nature) permitted access to or Use of the Unit4 Product.
User Acceptance Tests	user acceptance tests defined (within a reasonable timeframe) by the Customer and in agreement with Unit4 to test the compliance of the Unit4 Product with the Specification, or in the absence of a Specification the Unit4 Documentation, to ensure that the Unit4 Product or Unit4 Service will deliver the functionality set out in the Specification in all material respects.

W

Word or Phrase	Meaning
Working Day Policy	Unit4's policy in relation to the amount of hours per Territory for a Unit4 Professional Services working day available here: www.unit4.com/terms.

Technical Acronyms

ACT	Advanced Customization Tools (Unit4 ERP only)
ADFS	Active Directory Federation Services
AES	Advanced Encryption Standard
API	Application Program Interface (e.g. Web Services)
ARC	Agresso Reporting Tool (Unit4 ERP only)
AUP	Acceptable Use Policy
HTML	Hyper Text Markup Language
HTTPS	Hypertext Transfer Protocol Secure
Kbps	Kilobits Per Second
NPE	Non Production Environment
ODBC	Open Database Connectivity
PCI DSS	Payment Card Industry – Data Security Standard
PE	Production Environment
QA	Quality Assurance
RPO	Recovery Point Objective
RTO	Recovery Time Objective
SFTP	Secure File Transfer Protocol
SHA-2 RSA	Secure Hash Algorithm (number 2) and RSA encryption Algorithm
SLA	Service Level Agreement
SOC	Service Organization Controls
SPF	Sender Policy Framework email validation system
SQL	Structured Query Language
TLS	Transport Layer Security Encryption
URL	Uniform Resource Locator (a web address)
VPN	Virtual Private Network
WIP	Work In Progress
XML	Extensible Markup Language