



Frost Bank Tower
401 Congress Avenue
Suite 1850
Austin, TX 78701-3788
USA

833-UPLAND-1

Nasdaq: **UPLD**
uplandsoftware.com

September 22, 2022

REPLY REQUESTED
RE: AMENDMENT TO YOUR AGREEMENTS

Dear Trusted Vendor,

You are receiving this letter because Upland Software, Inc., or its predecessor in interest, subsidiaries, or affiliates ("**Upland**") and your company or its predecessors in interest, subsidiaries, or affiliates ("**You**" "**Your**" or "**Customer**") have entered into agreement(s) related to Upland's provisions of certain products, services, or licenses to you (collectively the "**Agreements**") which may involve the transfer of Personal Data¹ from the European Union/European Economic Area ("**EU/EEA**") pursuant to the General data Protection Regulation ("**GDPR**"), Switzerland pursuant to the Swiss Federal Act on Data Protection ("**FADP**"), and the United Kingdom ("**UK**"), pursuant to United Kingdom General Data Protection Regulation ("**UK GDPR**") (collectively the GDPR, FADP, and UK GDPR are referred to as "**Data Protection Legislation**"), as each may be amended from time to time .

As you may be aware, on June 4, 2021, the European Commission ("**Commission**") approved and published new Standard Contractual Clauses ("**New SCCs**"), in effect June 27, 2021, as a mechanism for the lawful transfer of Personal Data from EU to a Third Country. Organizations must stop using the old Standard Contractual Clauses ("**Old SCCs**") adopted pursuant to the Commission decision of February 5, 2010.

Additionally, On August 27, 2021, the Swiss Federal Data Protection and Information Commissioner issued guidance approving use of the SCCs, with certain amendments, for the transfer personal data outside of Switzerland ("**FDAP Addendum**").

Then on March 21, 2022, the United Kingdom International Data Transfer Addendum ("**UK Addendum**") came into force, which when used in conjunction with the SCCs, for transfer the transfer of personal data out of the United Kingdom.

To ensure that You and Upland continue to meet our respective obligations under Data Protection Legislation, where Personal Data is transferred from the EU/EEA to a Third Country under the Agreements, Upland requests that You document Your acceptance of the New SCCs, the UK Addendum, and the FDAP Addendum-as set forth within the attached document entitled EU Standard Contractual Clauses Addendum and containing Exhibits A, B, and C ("**SCC Addendum**")—by going to the following address: <https://uplandsoftware.com/eusccaddendum/> ("**Upland Portal**") and completing the form fields located on the Upland Portal and clicking submit within **15 business days** of receipt of this letter ("**Return Date**").

As Upland is the service provider of its customers and under the Agreements, Module Three (Transfer Processor to Processor) of the New SCCs is the applicable module to the relationship between You and Upland. You may review the unmodified New SCCs at: https://eur-lex.europa.eu/eli/dec_impl/2021/914/oj?uri=CELEX%3A32021D0914&locale=en.

The Agreements otherwise remain unchanged and in full effect.

Please note that Upland's preference is for You to confirm Your acceptance of the New SCCs, UK

¹ "**Personal Data**" shall have the meaning as set forth in the Data Protection Legislation, and where not specifically defined as such, the same meaning as analogous term in that particular Data Protection Legislation



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Addendum, and FDAP Addendum via the SCC Addendum by completing the form fields located on the Upland Portal. However, if You choose to remain silent, then Upland will rely on the assumption You have agreed to the SCC Addendum. Additionally, Upland will seek your current list of sub-processors, as of the Return Date of this letter, through a relevant contact point within your company and attach said list to the SCC Addendum provided with this letter. Any modification of the provided sub-processor list after the Return Date will require written notice and approval by Upland pursuant to the SCC Addendum.

Thank you in advance for your cooperation and support. We value your relationship and look forward to working with you on this important initiative.

For questions regarding Upland's compliance with GDPR, SCCs, or any other privacy related concerns, please contact us at privacy@uplandsoftware.com.

Best regards,

A handwritten signature in blue ink, consisting of a stylized 'B' followed by a series of loops and a long horizontal stroke.

Brandon M. Jasso
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