

October 2020 - January 2021 Partner Promotion Terms

These Partner Promotion Terms (the “Terms”) contain the terms and conditions of the October 2020 - January 2021 Partner Promotion (the “Promotion”) offered by OnPay, Inc. (“OnPay”).

Accounting firms or bookkeepers that are partners of OnPay (each, a “Partner”) and that add five or more New Clients to the OnPay payroll platform (the “Platform”) between October 15, 2020 and January 31, 2021 (the “Promotion Period”) are eligible to participate in the Promotion.

- **For Partners who add between five and nine New Clients:** Subject to the following, each Partner will receive a one-time, \$500 payment.
- **For Partners who add 10 or more New Clients:** Subject to the following, each Partner will receive a one-time, \$1,500 payment.

A “New Client” is a client of a Partner that (i) enrolls as an organization affiliated with the Partner’s OnPay account during the promotion period, (ii) runs one or more payrolls with a check date of January 31, 2021 or earlier, and (iii) has not previously been a client of OnPay.

The payroll account that is used to pay employees of any Partner will not be credited as a New Client.

Any payments under this agreement shall be payable by check or ACH payment within 30 days of January 31, 2020.

OnPay may terminate these Terms and/or the Promotion or modify the Terms and/or the Promotion for any reason and at any time, at OnPay’s sole discretion, without notice. OnPay reserves the right to declare a New Client ineligible for the Promotion if OnPay determines that Partner has violated the terms of the Promotion.

Nothing in these Terms is meant to alter or update any incentives, discounts, or commissions that are also available to Partners under the OnPay Partner Program Terms.