

# Master Source Code Escrow Service

## 1. Master Source Code Escrow Service

TIBCO Software Inc. recognizes its customers are increasingly dependent on crucial assets which they do not own or control – such as the software behind business critical functions that is licensed from a third party. Many customers have corporate policies requiring that any license of third party software include provisions permitting access to the source code to mitigate risks associated with the third party's failure to support its products, whether due to technical failings or solvency issues.

TIBCO's software is licensed in object code only. However, to meet various customer risk management policies, TIBCO offers its customers a cost effective option to participate in a master source code escrow service.

## 2. What Is the Master Source Code Escrow Service?

The Master Source Code Escrow Service requires TIBCO to deposit all TIBCO developed source code, including source code for TIBCO updates, with a third party escrow agent. TIBCO customers have the option to subscribe to the Source Code Escrow Agreement as a customer beneficiary for an annual fee. Subscribers to the Source Code Escrow agreement will gain access to the TIBCO developed source code that relates to the object code versions of the TIBCO product licensed by their organization and TIBCO updates provided to their organization under maintenance in the following circumstances:

- TIBCO has failed to provide any support or maintenance services for a licensed product for a period of ninety (90) days after receipt of written notice from Customer stating that TIBCO is in material default under the relevant license agreement for failing to provide support or maintenance services and such default has not been cured.
- A general assignment for the benefit of creditors by TIBCO.
- The filing of a petition of bankruptcy against TIBCO which remains unstayed or is not dismissed within ninety (90) days after such filing.
- Adjudication of TIBCO by a court of competent jurisdiction as being bankrupt or insolvent.
- The entry of a decree against TIBCO by a court of competent jurisdiction appointing a receiver, liquidator, trustee, or assignee in bankruptcy or in insolvency covering all or substantially all of TIBCO's property or providing for the liquidation of TIBCO's property or business.
- Total cessation of TIBCO's business with no successor-in- interest.
- TIBCO's announcement to the public in general that TIBCO is ceasing operations with no successor-in-interest.

A master service arrangement allows TIBCO to effectively maintain a source code escrow for all TIBCO developed software products. With over 100 generally available TIBCO software products, a master program is the most cost effective and accurate method for TIBCO to meet escrow deposit obligations in a timely manner. This allows TIBCO the ability to offer the escrow service for the same fee charged by the third party escrow agent, without a mark-up to cover TIBCO's costs for management or administration of the program.

## 3. Frequently Asked Questions

What is the current annual fee for Customer participation? \$1,250.00

Who is TIBCO's third party escrow agent? NCC Group

Why NCC Group?

- Operate their own media vault
- Have in-house legal that aid in making solid decisions
- Have a strong background in administering deposit verification tests
- Have consistent and verifiable standards in place

- Stable, longstanding organization
- A single point of contact for all escrow needs

4. **How do I obtain details about TIBCO's Master Source Code Escrow Service?**

Contact your TIBCO Sales Account Executive. Your TIBCO Sales Account Executive will obtain a copy of the Licensee Registration Agreement for your review.

5. **How do I subscribe to TIBCO's Master Source Code Escrow Service?**

Contact TIBCO's Account Executive at NCC Group, Inc. by email at [dalton.lane@nccgroup.com](mailto:dalton.lane@nccgroup.com). NCC Group will require a copy of your executed license agreement with TIBCO to validate your eligibility for participation in the Master Source Code Escrow Service.

6. **About NCC Group**

NCC Group provides independent Software Escrow and Information Escrow, Specialist Testing, Penetration Testing (Pen Testing), Business Continuity and Consultancy services to over 13, 000 clients globally in both the public and private sectors.



More information about NCC Group is available at:

<https://www.nccgroup.trust/>

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