

Multi-User Trade-in Business Offer Terms

I. Introduction

These Multi-user Trade-in Business Offer Terms (“Offer Terms”) govern a conditional offer under which customers with multi-user subscriptions or networked perpetual licenses on maintenance plans are eligible to trade in their current qualifying offerings in exchange for either one or two single user subscriptions per existing qualifying offering seat. These Offer Terms apply only to the subject matter of the business offer described herein. Your existing multi-user subscriptions and/or maintenance offerings continue to be governed by the terms and conditions applicable to those offerings. Capitalized terms used but not defined in these Offer Terms shall have the meaning given those terms in the Terms of Use linked below, and Your new single user subscriptions will likewise be governed by those terms.

Terms of Use: <https://www.autodesk.com/company/terms-of-use/en/general-terms>

Please note that these Offer Terms include three distinct paths, one for each qualified offering type, which have slightly different requirements, conditions and limitations than each of the other paths. Be sure that You read carefully and understand which path(s) pertain to You.

II. Definitions

Qualified Offering Types. A Qualified Offering Type is an Autodesk offering type that is eligible to participate in the [Multi-User Trade-In Offer] covered by these Offer Terms. Qualified Offering Types include (i) ordinary Autodesk Multi-User Subscription (“**Ordinary MU**”), (ii) Autodesk Multi-User Subscription acquired under the Move to Subscription offer (“**Move-to-Subscription MU**”) and (iii) Autodesk Software licensed under a perpetual license, covered by an active maintenance plan, with a License Type permitting use on a Networked Basis as the latter two capitalized terms, License Type and Networked Basis, are defined in the applicable License and Services Agreement (“**Networked Maintenance**”).

Autodesk License and Services Agreements for current and prior versions of Autodesk products can be found here: <https://www.autodesk.com/company/legal-notice-trademarks/software-license-agreements-legacy>

The Move to Subscription terms are located here: <https://www.autodesk.com/company/legal-notice-trademarks/move-to-subscription-terms-and-conditions>

Qualified Offering. Each specific Ordinary MU or Move-to-Subscription MU subscription, or Networked Maintenance perpetual license and associated maintenance plan, owned by You.

New Offering. A New Offering is a single-user subscription that you receive in exchange for trading in a Qualified Offering.

Valid Trade-in Paths. A Valid Trade-in Path is a switch from a Qualified Offering to new permitted New Offerings.

Example: if You have a Qualified Offering consisting of a 10-seat Move-to-Subscription MU subscription to AEC Collection, and are at a Qualifying Renewal Date, the Multi-user Trade-in Business Offer permits you to switch each multi-user seat to 2 Move-to-Subscription Single-user subscriptions for AEC Collection. The Business Offer would not allow you to switch to Move-to-Subscription Single-user subscriptions for AutoCAD on a 2-for-1 basis. AEC Collection to AutoCAD is not a Valid Trade-in Path.

Offer Start Date. The date on which Autodesk announced availability of the Multi-user Trade-in Business Offer becomes available to transact; August 7, 2020. Note that due to the impacts of the COVID-19 crisis, to help facilitate social distancing among Authorized Users, Autodesk reserves the right to make this Multi-user Trade-in Business Offer available selectively, on an exception basis, prior to this Offer Start Date, subject to additional limitations, conditions and restrictions that will be communicated to eligible customers when such an exception is granted.

Qualifying Renewal Date. The Qualifying Renewal Date is (only) the first renewal date on or after the Offer Start Date that occurs for a Qualified Offering. Any renewal date after the first following the Offer Start Date is defined as a “**Non-qualifying Renewal**”. If you take the Multi-user Trade-in Business Offer on the Qualifying Renewal Date, You are eligible for the Two-for-One Offer Benefit. If you take the offer on any subsequent Non-qualifying Renewal date, You will not receive the Two-for-One Benefit, but may be eligible for the One-for-One Offer Benefit if it remains available at the time of such Non-qualifying Renewal. For example, assume You have a Qualified Offering consisting of a 1-year 10-seat Move-to-Subscription MU subscription for AutoCAD. That subscription was purchased on September 10, 2019. The Qualifying Renewal Date for that Subscription would be the first renewal date that occurs after the Offer Start Date of August 7, 2020. In this case it would be September 10, 2020. If You do NOT take the Multi-user Trade-in offer when you renew on September 10, 2020, the subscription in question would no longer be eligible for the Two-for-One Offer Benefit, and on subsequent renewals may be eligible only for the One-for-One Offer Benefit, if available from Autodesk at that time.

Two-for-One Offer Benefit. Two-for-One Offer Benefit refers to the ability to trade-in each single Qualified Offering seat for two (2) New Offerings, subject to the applicable requirements.

One-for-One Offer Benefit. One-for-One Offer Benefit refers to the ability to trade-in each single Qualified Offering seat for one (1) New Offering, subject to the applicable requirements.

III. Taking Advantage of the “Two-for-One” (and “One-for-One” where applicable) Business Offers.

For Qualified Offering Types that are traded-in on the applicable Qualifying Renewal Date, you will be eligible to receive the Two-for-One Offer Benefit, subject to the additional requirements, conditions and limitations set forth in this Section for each Qualified Offering Type. For Networked Maintenance and Move-to-Subscription MU Qualified Offering Types that are NOT traded-in on the applicable Qualifying Renewal Date but are traded in subsequently at the time of a Non-qualifying Renewal, You will be eligible to receive the One-for-One Offer Benefit, subject to the additional requirements, conditions and limitations set forth in this Section for each Qualified Offering Type. Note that there is no One-for-One Offer Benefit for the Ordinary -MU Qualified Offering Type.

A. Additional Requirements for Ordinary MU Trade-ins.

When You trade in an Ordinary MU Qualified Offering, whether in exchange for the One-for-One Offer Benefit or Two-for-One Offer Benefit, the following additional provisions apply.

Any New Offering You receive is a “Switched Subscription” as referenced in the Autodesk Terms of Use and more specifically defined here: <https://www.autodesk.com/company/legal-notices-trademarks/access-use/subscription-offerings#switched>

The subscription benefits for each of Your Qualified Offerings are “Original Subscription Benefits” as defined in the linked terms. In accordance with the Terms of Use and the Switched Subscription terms, Your Original Subscription Benefits, including but not limited to Previous Version rights, terminate **30 days** after the date of the Qualified Renewal Date, and in no event may you simultaneously use both Original Subscription Benefits and any associated New Offerings and related benefits.

The Previous Version Rights for Your New Offering include only those versions of the new offering listed in the applicable Eligible Products List as described here in the Terms of Use: <https://www.autodesk.com/company/terms-of-use/en/subscription-benefits#version>. In the event of any conflict between either the Offer Terms or the Switched Subscription terms linked above and the Subscription Benefits description linked above, the Offer Terms or Switched Subscription terms, as applicable, shall control.

Example: If on the Offer Start Date You have a Qualified Offering consisting of a 10-seat Ordinary MU subscription to AutoCAD, are at a Qualifying Renewal Date, and elect to trade-in all 10 multi-user seats for 20 AutoCAD single-user subscriptions, Your Previous Version Rights would be limited to those versions of AutoCAD listed on the applicable Previous Version Eligible Product List linked in the Autodesk Terms of Use at the time of purchase, which is generally the current version at time of purchase and three versions back (e.g., if AutoCAD 2021 was the current version, available previous versions would be 2020, 2019 and 2018).

B. Additional Requirements for Move-to-Subscription MU Trade-ins.

When You trade in a Move to Subscription MU Qualified Offering, whether in exchange for the One-for-One Offer Benefit or Two-for-One Offer Benefit, the following additional provisions apply.

Any New Offering You receive is a “Switched Subscription” as referenced in the Autodesk Terms of Use and more specifically defined here: <https://www.autodesk.com/company/legal-notices-trademarks/access-use/subscription-offerings#switched>

The subscription benefits for each of Your Qualified Offerings are “Original Subscription Benefits” as defined in the linked terms. In accordance with the Terms of Use and the Switched Subscription terms, Your Original Subscription Benefits, including but not limited to Previous Version rights, terminate **30 days** after the Qualifying Renewal Date, and in no event may you simultaneously use both Original Subscription Benefits and any associated New Offerings and related benefits .

Except as otherwise agreed by Autodesk in writing, the Previous Version Rights for Your New Offering include **only** those listed in the applicable Eligible Products List as described here in the Terms of Use: <https://www.autodesk.com/company/terms-of-use/en/subscription-benefits#version>. In the event of any conflict between either the Offer Terms or the Switched Subscription terms linked above and the Subscription Benefits description linked above, the Offer Terms or Switched Subscription terms, as applicable, shall control.

Example: If on the Offer Start Date You have a Qualified Offering consisting of a 10-seat Move-to-Subscription MU subscription to AutoCAD, are at a Qualifying Renewal, and elect to trade-in all 10 multi-user seats for 20 AutoCAD single-user subscriptions, Your Previous Version Rights would be limited to those versions of AutoCAD listed on the applicable Previous Version Eligible Product List linked in the Autodesk Terms of Use at the time of purchase, which is generally the current version at time of purchase and three versions back (e.g., if AutoCAD 2021 was the current version, available previous versions would be 2020, 2019 and 2018). Any right granted under the Move to Subscription offer terms, linked above, permitting use of Legacy Maintenance Previous Versions as that term is defined in the Move to Subscription offer terms, terminates on the effective date of Your Multi-User trade-in.

C. Additional Requirements for Networked Maintenance Trade-ins.

When You trade in a seat of a Networked Maintenance Qualified Offering, whether in exchange for the One-for-One Offer Benefit or Two-for-One Offer Benefit, the following additional provisions apply. Any New Offering You receive is a “substitute for” Your Networked Maintenance Qualified Offering under the applicable Autodesk License and Services Agreement (“LSA”). Under the License and Services Agreement, You must uninstall and destroy or return to Autodesk or the reseller from which they were acquired all copies of the Networked Maintenance Offering and any associated maintenance plan benefits, including but not limited to any Previous Versions, within **120 days** after the Qualified Renewal Date.

License and Services Agreement: <https://www.autodesk.com/company/legal-notice-trademarks/software-license-agreements-legacy>

Except as otherwise agreed by Autodesk in writing, as of the start date of Your New Offering, the Previous Version Rights include **only** those versions listed in the applicable Eligible Products List as described here in the Terms of Use: <https://www.autodesk.com/company/terms-of-use/en/subscription-benefits#version>

Example: If on the Offer Start Date You have a Qualified Offering consisting of a 10-seat Networked Maintenance entitlement to AutoCAD, are at a Qualifying Renewal, and elect to trade-in all 10 Networked Maintenance seats for 20 AutoCAD single-user subscriptions, Your Previous Version Rights would be limited to those versions of AutoCAD listed on the applicable Previous Version Eligible Product List linked in the Autodesk Terms of Use at the time of purchase, which is generally the current version at time of purchase and three versions back (e.g., if AutoCAD 2021 was the current version, available previous versions would be 2020, 2019 and 2018).

Additionally, You agree that (i) any perpetual license or other rights in and to any Networked Maintenance Qualified Offering traded in pursuant to these Offer Terms will terminate **120 days**

after the applicable trade-in date, (ii) You hereby consent to such termination without further notice from Autodesk, (iii) thereafter You may no longer install, access or otherwise use any Licensed Materials (as defined in the applicable License and Services Agreement) under the terms of that retired license for Your Networked Maintenance Qualified Offering, (iv) You will not at any time access or use Your Network Maintenance Qualified Offering (included but not limited to software governed by the perpetual license or any associated maintenance benefits) and Your New Offering simultaneously during this 120-day period and (iv) Your rights to access and use the New Offering shall solely be governed by the Terms of Use.

IV. Maintenance Trade-in Offer. On May 6, 2020, the Move to Subscription offer ends. On May 7, 2020, Autodesk will launch a new offer called the “Maintenance Trade-in Offer”. The Maintenance Trade-in Offer will apply to the Networked Maintenance offering type, and such other maintenance offering types (e.g., standalone perpetual software licenses on a Maintenance Plan) as Autodesk permits. The Maintenance Trade-in Offer will be governed by the same terms and conditions as formerly governed the Move to Subscription Offer. You can find those terms here:

<https://www.autodesk.com/company/legal-notices-trademarks/move-to-subscription-terms-and-conditions#after-aug-1>

Autodesk reserves the right to terminate or modify the Maintenance Trade-in Offer at any time. Additional conditions and restrictions may apply. Consult the Autodesk Transition to Named User Program terms for details, located here:

<https://www.autodesk.com/campaigns/transition-to-named-user/terms-and-conditions>

V. Disclaimer. AUTODESK MAKES, AND YOU RECEIVE, NO WARRANTIES, REPRESENTATIONS, CONDITIONS OR COMMITMENTS OF ANY KIND, EXPRESS OR IMPLIED, WITH RESPECT TO THE MULTI-USER TRADE-IN OFFER, OR ITS EFFECT ON YOUR EXISTING SUBSCRIPTION OR MAINTENANCE BENEFITS, AS APPLICABLE. THESE OFFER TERMS SUPERSEDE ALL PRIOR AGREEMENTS, UNDERSTANDINGS, NEGOTIATIONS AND DISCUSSIONS, WHETHER ORAL OR WRITTEN, OF THE PARTIES AND THERE ARE NO WARRANTIES, REPRESENTATIONS OR OTHER AGREEMENTS BETWEEN THE PARTIES IN CONNECTION WITH THE MULTI-USER TRADE-IN OFFER.

VI. Term and Termination; Effect of Termination. This Multi-User Trade-in Offer starts on the Offer Start Date and continues until terminated by Autodesk in accordance with this Section. Autodesk may modify or terminate the Multi-User Trade-in Offer **at any time**, with or without notice. Modifications of the Multi-User Trade-in Offer shall apply prospectively and shall not affect trade-ins completed prior to the effective date of such modification.

VII. Additional Terms. Nothing contained in these Offer Terms in any way limits Autodesk’s right to modify or discontinue any software, web services, offerings and offering types or other business models.

All benefits and purchase options may not be available for all software or web services, or in all languages and/or geographies. Access to web services requires an Internet connection and is subject to any geographical restrictions set forth in the Terms of Use. Autodesk resellers are independent and free to set their own prices. Actual retail price is determined by customer's selected reseller and is subject to currency fluctuation. Advertised discounts and savings and similar financial offers are based on the Autodesk Suggested Retail Price (excluding taxes) for specified product. Autodesk's Suggested Retail Price is used for reference purposes only and may not be in local currency.