



Amendment to your Revenue Sharing Schedule of your Commercial Card Agreement

Revised Terms, as of February 1, 2019

Except as described below, the terms of your Revenue Share Schedule remain in effect. In the event of a conflict between your current Revenue Share Schedule and this Amendment, the terms in this Amendment will control. The changes only impact the Revenue Share Schedule – the terms of your Commercial Card Agreement remain in effect.

Definitions

- “Large Ticket Purchases” refer to transactions processed at a reduced interchange rate because the merchant participates in a special program operated by Visa, wherein participating merchants pay to process certain larger transactions with enhanced data elements at discounted rates.
- “Level II Purchases” refer to transactions processed for merchants at reduced interchange rates because the purchase contains enhanced data elements as determined by Visa are included in the data transmission.
- “Level III Purchases” refer to transactions processed for merchants that qualify for a reduced interchange rate because the purchase contains additional enhanced data elements as determined by Visa are included in the data transmission.
- “Net Volume” means the total US dollar amount of purchases on the Commercial Card account, less any credits for returns or other adjustments.
- “Standard Purchases” refer to transactions for which certain standard data elements, including but not limited to total purchase amount, date of purchase, merchant category code, merchant name, city/state, debit/credit indicator, date on which the charge/credit was processed, processing/transaction reference number, and other items as determined by Visa are included in the data transmission.
- “Visa Preferred Partner Purchases” refer to transactions processed for merchants that qualify for a reduced interchange rate because the merchant participates in a special program operated by Visa, wherein participating merchants negotiate the amount they pay for processing certain transactions.

Transaction Classification

- Visa rules and individual merchants, not the Bank, determine whether each transaction will be classified as Standard, Level II, Level III, Negotiated, or Large Ticket. Visa rules may change from time to time.

Spend Type/Revenue Share Implications

- Level II Purchases will earn revenue share at the qualifying Standard Purchase basis point rate.
- Large Ticket Purchases and Level III Purchases earn revenue share at 50 basis points.

- Large Ticket Purchases, Level III Purchases and Visa Preferred Partner Purchases earn revenue sharing at different basis point rates than Standard Purchases but are included in the annual Net Volume calculation used to determine the volume tier and the basis point rate applicable to Standard Purchases.
- No revenue share will be paid to the Company on purchases for which the Bank earns interchange revenue at a discounted rate due to merchant participation in the Visa Preferred Partner Program (VPP).

Eligibility

- Any revenue sharing earned by the Company for purchases made on its Commercial Cards during a given year will be paid no later than March of the following year. The Company's Commercial Card account must be open, active and in good standing at the time of payment to be eligible for this revenue; in addition, the Bank reserves the right not to pay the Customer if Net Volume in the year for which revenue share was earned does not equal at least 50% of the Net Volume accumulated by the same Customer for the prior calendar year. For purposes of clarification, the Net Volume requirement to receive revenue share will begin as a qualification requirement the first full calendar year of the program.