

VMware Cloud Universal

Program Guide

Last updated: July 28, 2022

At a Glance

The VMware Cloud Universal program provides customers the flexibility to commit to spending a fixed amount with VMware and then retire that commitment by deploying VMware Cloud Universal eligible offerings.

NOTE: Some features of the VMware Cloud Universal program may not be available as of the date of this Program Guide. Consult a VMware sales representative for details.

Key Benefits

VMware Cloud Universal provides a unique solution for hybrid cloud customers who need a combination of on-premises capacity and cloud capacity, as well as deployment flexibility. VMware Cloud Universal addresses customer concerns about:

- Hybrid Cloud Architecture - Future-proofed hybrid cloud investments
- Cloud Migration initiatives with extended/flexible timelines
- Cloud Extension for burst capacity needs

VMware Cloud Universal focuses on the following key benefits to address these needs:

- **Choice and flexibility:** Commit once and deploy any eligible service at any time during the contract term.

NOTE: VMware has designated certain eligible offerings as 'VMware redemption' offerings. That is, VMware is authorized to redeem Subscription Purchase Program (SPP) Credits purchased by the customer, on the customer's behalf, for the eligible offering, to accelerate the provisioning of the offer for the customer and enable the customer to use the offering right away. As of the date of this Program Guide, only VMware Cloud Foundation is available for 'VMware redemption'.

- **Cloud Acceleration Benefit:** VMware Cloud Acceleration Benefits (CAB) is an incentive that is designed to offer VMware Cloud Universal customers a flexible way to leverage the value of their VMware Software-Defined Data Center (SDDC) perpetual licenses as they migrate on-premises workloads to VMware Cloud Universal offerings. For more information, refer to the Cloud Acceleration Benefit Program Guide at <https://www.vmware.com/products/cloud-universal.html>
- **Convertibility:** Provides the ability to make "subscription to subscription" conversions at scale within VMware Cloud Universal
- **Consistent infrastructure and operations:** a consistent SDDC-based infrastructure stack powers VMware Cloud Universal across on-premises and cloud deployments with the VMware Cloud (VMC) Console, a unified control plane that simplifies SDDC management.

Eligible Offerings

Organization owners and users may retire the committed spend for eligible offerings. As of the date of this Program Guide, the eligible VMware Cloud Universal offerings are:

- **VMware Cloud Foundation Subscription** is a "customer-managed", integrated Software-Defined Data Center (SDC) solution that is primarily delivered on-premises and deployable on supported hardware platforms.
- **VMware Cloud on AWS** is a "VMware-managed" hosted solution that combines AWS infrastructure and VMware's software-defined data center ("SDDC") software in a single offering. A full product list of VMware Cloud on AWS eligible offerings can be found at <https://cloud.vmware.com/vmc-aws>
- **VMware Cloud on Dell** combines the simplicity and agility of the public cloud with the enhanced security and control of on-premises infrastructure, delivered as-a-service to the datacenter and edge locations. This fully managed VMware Cloud service provides industry-leading compute, storage, and networking software that is integrated with enterprise-class Dell VxRail hardware.

- **Google Cloud VMware Engine** offers flexible on-demand capacity and full operational consistency with existing VMware on-premises environments, allowing customers to harness the power of the Google Cloud Platform VMware Tanzu Standard
- **vRealize Cloud Universal Enterprise Plus** is a SaaS management suite designed to accelerate cloud adoption by combining SaaS and on-premises capabilities for automation, operations, and log analytics with the freedom to move between the two as needed.
- **VMware Cloud Disaster Recovery** combines cost-effective cloud storage with SaaS-based management to protect your business and recover from ransomware attacks. It delivers IT resiliency at scale through a pay-as-you-need capacity model and utilizes VMware Cloud on AWS for failover capacity.
- **VMware Site Recovery** protects your mission-critical IT services with hot Disaster Recovery as a Service (DRaaS) with VMware Cloud in AWS and VMware Cloud on Dell. VMware Site Recovery also includes integrated [VMware vSphere Replication™](#) and [VMware Site Recovery Manager™](#)

VMware may modify the list of Eligible Offerings and will communicate such changes by modifying this Program Guide. Customers may retire the committed spend for the VMware Cloud Universal Program by redeeming SPP Credits for any then-available VMware Cloud Universal Eligible Offerings, except as excluded below.

The following offerings are excluded from future eligibility as VMware Cloud Universal eligible offerings:

- Offerings that are subject to third-party restrictions that prohibit distribution using SPP Credits,
- Offerings that VMware specifically designates as in-eligible, and
- Offerings that may be limited or restricted by applicable law.

If VMware removes offerings from the list of VMware Cloud Universal eligible offerings, Customers will no longer be able to purchase those offerings through the VMware Cloud Universal program.

Convertibility

Some VMware Cloud Universal Eligible Offerings are designated as “Convertible” in their product name. The convertibility benefit of VMware Cloud Universal permits customers to make “subscription to subscription” conversions at scale by allowing customers to terminate existing subscriptions early and apply the unused value of those subscriptions to the purchase price of new subscriptions. Contact your success manager for more information on how to convert existing subscriptions

Available Conversions

Customers may convert a convertible offering to the configurations as defined in the table below:

From (Base for conversion)	To (conversion destination)
VCF-S Convertible	VMC on AWS + vRCU Enterprise* + vRNI*
	VMC on AWS + vRCU Enterprise plus*
	To VMC on Dell EMC + vRCU Enterprise** + vRNI**
	To VMC on Dell EMC + vRCU Enterprise plus**

Note: *2 CPUs for each VMC on AWS host
 ** 1 CPU for each VMC on Dell CPU

Terms and conditions

- Customers are not entitled to any refunds as a result of convertibility.
- The net new subscription price must be greater than or equal to the unused value of the remaining subscription term of the VMware Cloud Foundation subscription. If the new subscription price is greater than the unused value of the remaining subscription term of the VMware Cloud Foundation subscription, Customers must pay for the balance of their purchase
- The new subscription term starts on the date that the service is provisioned and may not be co-termed with any other existing VMware offering subscription term.

- Customers can only exercise a conversion during the Subscription Term of the convertible offering that they wish to convert.
- Customers agree to relinquish their entitlements to the VMware Cloud Foundation Subscription licenses that they are converting into another subscription offering. Upon conversion, customers must not use any license keys related to those converted licenses (and VMware will invalidate those keys) and customers must promptly cease use of and delete that software.
- Customers may continue to use the license keys of the convertible offerings for 90 days after the date that they exercise a conversion for the purpose of migrating offerings (“Migration Period”). After the Migration Period, Customers must not use any license keys related to those converted licenses, and VMware will invalidate those keys. The customer is not required to uninstall any software if the Customer converts the existing license deployment to an offering that can leverage such installation. If the Customer’s original installation cannot be used with the new subscription software or VMware cloud service, then the Customer must promptly cease use of and delete that software.

VMware Success 360 and VMware Cloud Universal Essentials

VMware Success 360 is a comprehensive customer success SKU-based offering that guides customers through all the stages of their journey with VMware solutions. It provides a consistent way of working with VMware that will help customers continually realize the value and achieve outcomes faster from their investments. The components are:

- **Success Planning** gives the customer the ability to create a personalized Success Plan based on the customers' current state and their desired goals.
- **Ongoing Adoption Guidance** is self-service assistance to help customers adopt a feature or build a basic capability. This includes on-demand "how-to" or "use case" webinars.
- **Design Workshops** are live remote sessions with expert engineers for leading customers through a new feature, capability, or configuration in their system.
- **Proactive Support** helps customers speed issue resolution, minimize downtime, coordinate root cause analysis, and prevent recurring incidents.

A Success Scorecard will provide customers with a dynamic view of their overall health using critical metrics. We will track business value, performance value and experience value to help us ensure customers are realizing value, and that our products are performing as expected. We will share progress and stay aligned with the customer through regular Executive Business Reviews to ensure stakeholders are completely aligned and in sync at all times.

By combining Adoption Guidance and Design Workshops with other resources such as knowledge articles, community forums, white papers, or other self-service resources customers will have a comprehensive approach to achieving their goals, from advice through operationalization and continuous value realization

For more information including terms and conditions governing VMware Success 360, please visit the following site: <https://www.vmware.com/content/dam/digitalmarketing/vmware/en/pdf/customer-success/vmware-success-360-datasheet.pdf> or contact s360salessupport@vmware.com.

Effective August 4, 2022, VMware Success 360 will be available as an add-on purchase with new VMware Cloud Universal agreements and will no longer be a mandatory component of VMware Cloud Universal agreements. However, VMware Cloud Universal customers will be required to purchase VMware Cloud Universal Essentials for ongoing consumption guidance. VMware will continue to honor active VMware Success 360 agreements executed prior to August 4, 2022.

VMware Cloud Universal Essentials

VMware Cloud Universal Essentials is a flexible consumption management program that is designed with your business and financial objectives in mind. Customers will receive four hours per week of team-based:

- Consumption guidance and assistance, leveraging VMware’s expertise
- On-boarding and credit redemption assistance
- License keys management
- Execution of the qualifying Cloud Acceleration Benefit (CAB)

SPP Credits

Customers may use SPP Credits to make purchases of VMware Cloud Universal Eligible Offerings. Information about the SPP Credits can be found in the VMware Subscription Purchasing Program Guide and the VMware Subscription Purchasing Operations Guide, which are available at <https://www.vmware.com/go/spp>, or directly at <https://my.vmware.com/web/vmware/spp-landing>. Your purchase of the SPP Credits is subject to the terms set forth in this Program Guide and in the SPP guides.

Terms Governing the Use of Eligible Offerings

Customer’s use of the Eligible Offering are subject to the applicable VMware standard terms accompanying or presented in the Eligible Offering, which is the VMware End User License Agreement (EULA) for on-premises offerings, or the VMware Cloud Service Offering Terms of Service (TOS) for cloud service offerings. These terms are available through links on the main end user terms landing page, at: www.vmware.com/download/eula.

Terms Governing the Use of Google Cloud VMware Engine

With respect to any Google Cloud VMware Engine Eligible Offering (“GCVE”) that Customer redeems credits for through the VMware Cloud Universal program, Customer acknowledges and agrees that:

1. Customer’s use of and claims related to GCVE are governed by (a) the then-current Google Cloud Platform Terms of Service at <https://cloud.google.com/terms> excluding any provision in those terms indicating that those terms of service do not apply if Customer is accessing the Google /Cloud Platform Service as a customer of an unaffiliated Google Cloud Platform reseller (“Google TOS”) or (b) an agreement in place between Google and Customer with respect to which Customer represents and warrants that i) is an active and enforceable agreement, and will remain so for the duration of Customer’s use of GCVE, ii) has been entered into directly with Google, and iii) applies to Customer’s use of and claims related to the Google Cloud VMware Engine Service Offering (“Offline Google TOS”) (in each case of (a) or (b), “Google-Customer Agreement”).
2. VMware is acting as an independent third-party reseller of Google and is not a party to the Google TOS or the Offline TOS. Google is a third party beneficiary under any agreements between Customer and VMware that enable Customer’s redemption of VMCU credits for a subscription to GCVE (“GCVE Order Documents”).
3. VMware has the right to view Customer metadata related to Customer’s GCVE usage as tracked in VMware’s Google billing account.
4. If Customer or Google brings a claim against the other under the Google-Customer Agreement: (i) Customer will not object to VMware disclosing to Google the amount of any fees paid and payable by Customer under the GCVE Order Documents (to the extent the order relates to the entitlement to GCVE provided under the GCVE Order Documents); and (ii) Customer agrees to waive any claims that the disclosure of the fees or other information is a breach of Customer’s confidentiality rights applicable to GCVE Order Documents.
5. GCVE is only available for Customers in those countries where Google has approved and enabled GCVE for resale as then set forth at this link: <https://cloud.google.com/gcp-territory-list> (or any replacement link as Google may from time to time establish).

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