



PARTNER ENGAGEMENT LETTER - UNPROTECTED PARTNERS EXTENSION (TEMPLATE)

UNPROTECTED PARTNERS EXTENSION

Carve-Outs for Pre-Existing Relationships and Explicit Exceptions

Regarding Alescent and [[PartnerLegalName]], effective [[EffectiveDate]]

This Unprotected Partners Extension (the "Extension") is an Exhibit Extension to the **Partner Engagement Letter** dated [[EngagementLetterEffectiveDate]] between Alescent, Inc. ("Alescent") and [[PartnerLegalName]] ("Partner").

This Extension records specific, intentional carve-outs from any non-solicitation, non-circumvention, or partner-protection terms that may otherwise apply under the Engagement Letter, solely for the items listed below and solely within the scope stated below.

1. Scope

- **Scope identifier.** [[ExtensionScopeIdentifier]]
- **Partner account legal name (if applicable).** [[PartnerAccountLegalName]]
- **Account code (if applicable).** [[PartnerAccountCode]]
- **Effective date range (if applicable).** [[ExtensionEffectiveRange]]

This Extension applies only within the scope identified above.

2. Carve-Out List (Explicit)

Only the partners listed below are treated as "Unprotected" for purposes of the scoped non-solicitation / non-circumvention protections. No implied carve-outs exist.

Unprotected Partner	Legal name / trade names	Partner class (if known)	Reason code	Evidence / notes	Effective range (optional)
[[UnprotectedPartnerName]]	[[UnprotectedPartnerLegalName]]	[[UnprotectedPartnerClass]]	[[UnprotectedPartnerReasonCode]]	[[UnprotectedPartnerEvidenceNotes]]	[[UnprotectedPartnerEffectiveRange]]

Reason codes (use one).

- **Pre-existing relationship.** Partner had a documented professional or commercial relationship independent of Alescent prior to engagement.
- **Explicit carve-out.** The Parties intentionally agree to treat the listed partner as unprotected for the scoped context.

3. Interpretation

- This Extension is **exception-only**. It does not create new protections or expand any restriction.
- A carve-out does not automatically apply to affiliates or related entities unless explicitly listed.
- A carve-out does not modify confidentiality obligations.



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4. No Other Changes

Except as expressly stated in this Extension, the Engagement Letter and all other Exhibits remain unchanged and in full force and effect.

5. Execution

IN WITNESS WHEREOF, the Parties have executed this Unprotected Partners Extension as of the Effective Date.

[[PartnerLegalName]]

By: [SIGNATURE]

Name: [[PartnerSignatoryName]]

Title: [[PartnerSignatoryTitle]]

Date: [[EffectiveDate]]

Alescent, Inc.

By: [SIGNATURE]

Name: [[AlescentSignatoryName]]

Title: [[AlescentSignatoryTitle]]

Date: [[EffectiveDate]]