

Toptal Scholarships Official Rules

NO PURCHASE NECESSARY. OPEN ONLY TO LEGAL RESIDENTS AND CITIZENS OF THEIR COUNTRY OF RESIDENCE (EXCLUDING COUNTRIES AND JURISDICTIONS IN WHICH THIS CONTEST IS PROHIBITED BY LAW), AGE 13 OR OLDER. THESE SCHOLARSHIPS ARE PART OF A CONTEST THAT IS GOVERNED BY U.S. LAW.

The Toptal Scholarships Contest (also called the Toptal Scholarships, herein the “Scholarships Program”) is administered and managed by Toptal, LLC, Inc. (“Toptal”), with an address of 548 Market Street, #36879, San Francisco, California 94104, whose decisions are final with respect to all matters relating to the Scholarships Program, and is governed by the terms and conditions contained herein. By entering Scholarships Program, you agree to be bound by these Official Rules.



Overview:

As part of our commitment to supporting aspiring female software engineers, Toptal has established the Toptal Scholarships contest. These scholarships provide assistance to women from around the world to help empower them to become top professional software engineers. Subject to these Toptal Scholarships Official Rules, the selected recipients will receive US\$5,000.00 and one year of one-on-one mentorship from a Toptal software engineer.

Eligibility:

- The Scholarships Program is only available to women and girls age 13 and older and individuals who consistently live and identify as women, age 13 and older.
- This is an international Scholarship Program. However, you must be a legal resident or citizen of your country of residence to enter the Scholarship Program.
- The Scholarship Program is not available to any resident or citizen of any country that prohibits the Scholarship Program or that is prohibited by U.S. law (e.g., the Crimea region of the Ukraine, North Korea, Cuba, Iran, Sudan, and Syria).
- The Scholarship program is not available to any person listed on any of the following (or similar) lists: Specially Designated Nationals and Consolidated Sanctions Lists (maintained by the Office of Foreign Assets Control, U.S. Department of the Treasury); the Denied Persons, Entity, and Unverified Lists (maintained by the Bureau of Industry and Security,

U.S. Department of Commerce); and the Consolidated List of sanctions designations by the United Nations, European Union and United Kingdom.

- Employees, clients, and contractors (including current talent engaged with or through Toptal) of Toptal, LLC as well as other companies involved in the conduct of this Scholarship Program, and any employees, members of the immediate families and households of any such employees and contractors of any of the foregoing are not eligible to enter.
- Void where prohibited by law.

How to apply:

- No purchase is necessary to enter the Scholarships Program.
- The Scholarships Program begins at 10:00 am Eastern Standard Time (EST) on October 21, 2015 and application acceptance ends at 11:59 pm EST on October 14, 2016. Applications received by Toptal before the start or after the end of these Scholarships Program start and end dates/times will not be eligible or accepted.
- All of the following steps must be successfully completed to complete your application:
 - First, make an open source software contribution (“OSS Contribution”) to a project on GitHub or begin your own open source project on GitHub (www.github.com). Any type of GitHub contribution is acceptable, provided that (a) it must consist solely of your own personal work and (b) it must comply with all of GitHub’s requirements, policies, guidelines, and terms and conditions with respect to starting or contributing to an open source project on GitHub.

Team projects and the inclusion of any material that you did not create are not permitted.

- Next, publish a post on your personal blog (“Blog Post”) about the open source contribution you made via GitHub. The post must be at least 250 words. The post must discuss (1) your open source contribution, (2) the problem it solves, and (3) how the project will benefit and how it relates to your career goals and your application to the Scholarship Program. To be and remain eligible for the Scholarship Program, your personal blog must remain posted during the entire Scholarship Program, including any period of awards.
- Finally, complete the application on www.toptal.com/scholarships/apply. This will include answering a short essay question about: (1) your professional goals, and (2) how winning this scholarship will help you achieve them (“Essay”). For your application to be eligible for entry, you must answer all application questions and your answers must be complete and accurate.
- Your essay and accompanying information must be fully complete and submitted through the Toptal Scholarship Application page (www.toptal.com/scholarships/apply) prior to the Scholarship Program end date to be eligible.
- You may only submit one application for this Scholarship Program.
- If there is a problem with your application that renders it ineligible or unacceptable under these Scholarship Program Official Rules, in Toptal’s sole and absolute discretion, Toptal may choose to notify you of the problem. If Toptal notifies you of a problem, you may resubmit your entry at any time prior to the end of the contest submission deadline stated

above and your resubmission, if accepted, will be entered in the Scholarship Program from the time of its acceptance. Regardless, all applicants are solely responsible for their applications and compliance with these Scholarship Official Rules. Toptal will have no responsibility for any delay in or failure to provide such notification or for any attempted resubmission by you. Further, applicants may not submit more than one resubmission.

- Regardless of the preceding bullet point however, applications must be submitted in accordance with any technical specifications set forth in the Scholarship Program Application. Applications will be declined if not correctly completed and submitted.
- Toptal assumes no responsibility for any failure to receive an Application as a direct or indirect result of a technical problem or any kind of computer, network, carrier, or third party malfunction or other problem.

How Toptal will Determine Scholarship Winners

- At least three judges of Toptal's Judging Committee (comprised of employees and external judges, to be selected by Toptal in its sole discretion, who are experienced software engineers and/or other experienced, technology-focused professionals in the startup and recruiting space) will determine the top four applicants for each Contest Month by reviewing each eligible and accepted application in its entirety, including the following components of each (as described above): (1) the OSS Contribution to GitHub, (2) the Blog Post, and (3) the Essay. Each of these elements will be weighted equally in judging.

- At least three judges of the Judging Committee will evaluate each application based on the following criteria, each of which will be considered in equal measure: (1) the thought and effort put into the OSS Contribution relative to the applicant's apparent ability level, (2) the quality of the Blog Post, including how well it explains the details and impact of the OSS Contribution, and what the applicant learned from it, (3) the relevance of the applicant's professional goals to the skills they seek to gain from this Scholarship, as evidenced by the entire application, and (4) the impact that winning a Scholarship Program award may have in terms of helping the applicant achieve their goals, as evidenced by the entire application. Each judge of will score each of these elements on a 10-point scale.
- The top four applications with the highest total score for each Contest Month will be selected for a telephonic interview. Judging interviews will be scheduled to take place within 7 calendar days of our email or telephonic notification of the applicant's selection for interview. Our judges will use commercially reasonable efforts to coordinate schedules with selected applicants, but Toptal cannot guarantee or promise that any specific date or time will be available and it is the applicant's sole responsibility to be available for a proposed interview date and time during such 7-day period as well as to attend and complete the scheduled interview on time. Failure to agree upon an interview date and time and failure to attend a scheduled interview will result in disqualification. Applicants who are more than 5 minutes late to a scheduled interview will be deemed a no-show. [Note: in the event that there are less than a total of four accepted entries eligible for judging in any given Contest Month, all accepted entries for that Contest Month will be eligible for a judging interview.]

- The interviewing judge(s) will score each interview on a scale of 1 - 10. Interviews will be scored on the applicant's ability to clearly communicate a strong enthusiasm and commitment to their professional goals in the software engineering field and how the award will further those goals.
- To select the final winner for each Contest Month's award, each interviewee's scores (each judged element weighed equally) will be averaged across the judge(s)' scores and totaled for a maximum score of 40 points for each applicant. Of the final four interviewed applicants, Toptal will award that Contest Month's award to the applicant with the highest total score. In the event of a tie for any award, the Lead Judge will rescore the tied applicants' entries (that is, all judged elements, except the interview) to determine the final recipient for that Contest Month's award. In this event, only the Lead Judge's final score will be considered for the tiebreaker.
- The Judging Committee and, when applicable, the Lead Judge's decision is final and binding.
- As noted above, applications that have been scored will be eligible for an award in all subsequent Contest Months unless (a) selected as an award recipient or (b) later found ineligible due to non-compliance with any of these Scholarships Official Rules. Once an application has been scored, no part of it (including any interview score) will later be rescored for subsequent Contest Months (except in the case of clear mathematical error in adding scores) and interviews will not be conducted more than once.

Notification, Award, and Award Restrictions

- Each prize (that is, “award”) consists of (a) US\$5,000.00 and (b) one (1) year of software programming-related mentorship by a Toptal designated mentor, who will be an experienced software programmer who works for or with Toptal (the mentorship component has a value of approximately US\$5,000.00).
- The mentorship portion of each award will consist of at least forty (40) hours of remote mentorship via telephone or VoIP conversation that will cover different aspects of software programming, as determined by the mentor (the “Mentorship Program”).
- The Scholarship Program will have up to 12 winners (“winners” or “recipients”). One winner will be announced on or about the fifteenth of each month for twelve months, beginning on December 15, 2015.
- During the Scholarship Program, Scholarship Program application/selection months (each a “Contest Month”) will run from the 15th of one month to the 14th of the following month. Accordingly, each Application that meets all requirements of these Scholarships Official Rules and is submitted by an eligible applicant will be entered into the Scholarship Program starting on the Contest Month immediately following the date received and continuing through the final Contest Month. For example, such an eligible and accepted application received by Toptal between October 21, 2015 and November 15, 2015 would be judged and eligible for an award for each of the 12 Contest Months, starting on November 15, 2015 for announcement of the applicable award on or about December 15, 2015 and for each of the remaining Contest Months thereafter. However, an applicant is only eligible for one award under the

Scholarship Program and applications selected for an award will be removed from the Scholarship Program for all subsequent Contest Months.

- The winner will be notified using the email address provided by the applicant on the Entry Form. If you are selected, you must claim your award within 10 days of the date of notice (that is, the day that the email is sent by Toptal) on Toptal's notification to you. If you fail to claim your award as specified in these Scholarship Official Rules, your award will be automatically forfeited and you will not receive the award or any portion thereof. Applicants who have forfeited an award will not be eligible for selection in subsequent Contest Months. Toptal may, but is not obligated to, send follow-up notices to any recipient during such 10-day period. Any follow-up notice will not restart or otherwise modify the 10-day period for your response. If you fail to claim your award, as stated above, Toptal will select the next-highest scored applicant for that Contest Month and, if necessary, repeat the process until the earlier of (a) a recipient claims the award and (b) the list of interviewed applicants for that Contest Month is exhausted, in which case Toptal will donate the monetary portion of the forfeited award (US\$5,000.00) to a charity of its choice and the Mentorship Program portion of the award will be cancelled.
- The scholarship award will be non-transferable and the cash component will be paid to the winner via ACH, PayPal, or wire transfer to the winner. Winners will be responsible for all third party (e.g. financial institution) transaction fees associated with payment and the cost of any currency conversion (including fees and conversion rates). Such amounts may be automatically deducted from the award prior to the recipient's receipt. If a recipient selects PayPal for payment of the monetary portion of the award, the recipient will be responsible for setting up a PayPal account (typically

set up is free) and any transaction fees levied by PayPal or its partners. Toptal is not responsible for making any monetary payment to a recipient if (1) such payment is prohibited by law, (2) recipient does not cooperate with Toptal's efforts to make payment, or (3) if payment cannot practically be made via one of the payment methods set out above.

- The monetary component of each award is a one-time only amount for each winner.
- Toptal does not guarantee or promise that any specific mentor will be available or that any specific mentor will continue to be available after starting the Mentorship Program. Mentors are subject to availability and may be replaced at any time with or without notice. Mentoring will be provided remotely by free VOIP or other telecommunications service. You will need to acquire access to such service at your own cost (as requested by your mentor) and to be available for mentoring by such service on the days and times that you and your Mentor set. Typical mentoring sessions are anticipated to be one hour each and will generally take place weekly, subject to your and your mentor's availability and schedules. Mentors may, but are not obligated to, provide make-up sessions for any scheduled session that you schedule but cannot or do not attend. The Mentorship Program will be subject to additional terms and conditions, which will be provided to each recipient who receives an award prior to the start of the Mentorship Program. Toptal is not responsible for providing the Mentorship program if doing so is prohibited by law in the United States or the country of the recipient.
- A recipient will be disqualified for any of the following reasons: (1) failure to provide Toptal with proof of identity and legal residence and/or citizenship, any required affidavit, or any requested tax forms (including IRS W-9

form) within 15 days of Toptal's requests for each of these documents; (2) any non-compliance with these Scholarships Official Rules, as determined in Toptal's sole discretion. In such cases, Toptal will select the next-highest scored applicant for that Contest Month and, if necessary, repeat the process until the earlier of (a) a recipient claims the award and (b) the list of interviewed applicants for that Contest Month is exhausted, in which case Toptal will donate the monetary portion of the forfeited award (US\$5,000.00) to a charity of its choice and the Mentorship Program portion of the award will be cancelled.

- The scholarship winner may be required to sign and return an Affidavit of Eligibility and Liability & Publicity Release where permitted by law, as well as provide information necessary for compliance with any applicable tax laws. Failure to comply may be grounds for disqualification.
- No award substitution or (except for the monetary portion of an award) cash redemption will be allowed. However, Toptal reserves the right to substitute an award of equal or greater value, or (for the mentoring portion of an award) cash equivalent, if the award becomes unavailable or for any other reason, in Toptal's discretion. Awards are not transferable. Awards may not be returned to Toptal. No warranty or guarantee, express or implied, is provided with respect to the Scholarship Program or any award. Recipient must take possession of the Award upon delivery. Toptal will have no obligation or liability for any Awards returned due to inability to deliver to the recipient's specified address. Awards consist only of the items expressly specified in these Scholarships Official Rules.
- All expenses or costs associated with the acceptance or use of the awards, including without limitation any additional required services or equipment, are the responsibility of each recipient. To use the mentoring

portion of the Award, you will need (to provide at your own cost) a computer and a broadband Internet connection (with voice and/or video chat capability), as well as general software programming tools. All awards will be awarded if properly claimed. As described above, to submit an application, you will need to publish your own personal blog on the Internet. You may use any lawful tools and services to publish your personal blog and there are numerous free and for-fee options available from third party providers. Toptal does not provide or endorse any such tools or providers. If you have a personal blog prior to entering the Scholarship Program, you do not need to create or publish a new or separate personal blog for the purposes of entering the Scholarship Program.

- If any attempted notification or prize is returned as undeliverable, the potential winner may be disqualified and an alternate winner may be selected. Potential winners must continue to comply with all terms and conditions of these Official Rules, and winning is contingent upon fulfilling all requirements. There is a limit of one prize per person or household.

Additional Submission Requirements

- By providing Toptal with any information or materials (collectively and individually, “Submission Materials”) in connection with the Scholarship Program (whether or not your Application qualifies or is accepted by Toptal), you grant Toptal a worldwide, non-exclusive, perpetual, irrevocable, royalty-free, fully paid, sublicensable and transferable license to use, modify, reproduce, distribute, display, publish and perform your Submission Materials in connection with the Scholarship Program and its

business in general. You hereby represent and warrant that you have all rights, title, and interest necessary to submit and for Toptal and any others associated with the Scholarship Program to receive, accept, use, modify, reproduce, distribute, display, publish, perform and otherwise exploit the Submission Materials.

- You represent and warrant to Toptal that your Submission Material (and participation in the Scholarship Program) and Toptal's possession and use of Submission Material as contemplated in these Scholarships Official Rules: (1) do not and will not violate, infringe, or misappropriate any third party's copyright, trademark, right of privacy or publicity, or other personal or proprietary right; and (2) do not contain any matter that is defamatory, obscene, unlawful, threatening, abusive, tortious, offensive, harassing, or that otherwise do not comply with these Scholarships Official Rules.
- You will ensure that any Submission Materials that you provide to Toptal or any other person or entity (including GitHub and any mentor) in connection with the Scholarships Program will not contain any virus, spyware, or other malicious code or programming.

Technical Problems & Termination

Toptal reserves the right, in its sole discretion, to cancel, modify or suspend this Scholarships Program in the event of unauthorized intervention, fraud, technical failures, infection by computer viruses or bugs, tampering, or any other cause beyond the reasonable control of Toptal that, in Toptal's determination, corrupts or affects the administration, security, fairness, integrity, or proper conduct of the Scholarships Program. In the event of termination of the Scholarships Program, a notice will be posted online.

Taxes

All federal, state and local taxes on prize value or otherwise related to the acceptance of any award are the sole responsibility of the award winner. An IRS form 1099 and the information (which must be provided to Toptal by you) necessary to generate an IRS form 1099 will be required, if required by law. Recipients must also cooperate with any other reasonable request by Toptal and any government tax authority regarding an award.

Use of Personal Information, Name, and Likeness

- If you enter, the personal information you provide on your entry will be collected and used by Toptal in accordance with its then-current Toptal Website Privacy Policy, available on www.toptal.com. Without limitation, Toptal may use this information to contact you regarding this Scholarships Program, Toptal products and services and future promotions relating to Toptal products and services. If you are an award winner, you specifically agree that Toptal may identify you as such (together with your final score) on its website and in other written communications to other applicants or the general public.
- Acceptance of an award (or any portion of an award) constitutes permission for Toptal and its parent companies, affiliates, subsidiaries, agents and licensees to use winner's name and/or likeness for purposes of advertising and trade without further compensation, unless prohibited by law. All entries become the sole property of Toptal and will not be returned.

Disclaimer

- In the event that any provision of these Official Rules will be determined to be illegal or unenforceable, that provision will be first revised to give the maximum permissible effect to its original intent or, if such revision is not permitted, that specific provision will be eliminated so that these Official Rules will otherwise remain in full force and effect and enforceable.
- TO THE EXTENT PERMITTED UNDER APPLICABLE LAW, BY ENTERING INTO THE SCHOLARSHIPS PROGRAM, YOU RELEASE, DISCHARGE, AND HOLD HARMLESS TOPTAL AND ITS AFFILIATES, DIRECTORS, OFFICERS, EMPLOYEES, CONTRACTORS AND AGENTS (INCLUDING WITHOUT LIMITATION ALL SCHOLARSHIP PROGRAM JUDGES AND MENTORS) FROM ANY AND ALL LIABILITY FOR INJURIES, LIABILITIES, CLAIMS, LOSSES, OR DAMAGES OF ANY NATURE WHATSOEVER ARISING FROM OR RELATING TO THE SCHOLARSHIP PROGRAM AND THE AWARDS, INCLUDING WITHOUT LIMITATION, THE ENTRY PROCESS, THE APPLICATION AND ACCEPTANCE AND JUDGING PROCESSES, AND THE ACCEPTANCE, USE, MISUSE, PARTICIPATION IN, OR POSSESSION OF THE AWARD(S). BECAUSE SOME STATES AND JURISDICTIONS DO NOT ALLOW THE EXCLUSION, RELEASE OR LIMITATION OF LIABILITY, CERTAIN OF THE ABOVE LIMITATIONS MAY NOT APPLY TO YOU TO THE FULL EXTENT SET OUT ABOVE.
- Toptal reserves the right at its sole discretion to disqualify any individual who tampers with the entry process. CAUTION: ANY ATTEMPT BY AN ENTRANT TO DELIBERATELY DAMAGE ANY WEB SITE OR UNDERMINE THE LEGITIMATE OPERATION OF THE SCHOLARSHIPS PROGRAM IS A VIOLATION OF CRIMINAL AND CIVIL LAW. SHOULD SUCH AN ATTEMPT

BE MADE, TOPTAL RESERVES THE RIGHT TO SEEK DAMAGES FROM ANY SUCH INDIVIDUAL TO THE FULLEST EXTENT PERMITTED BY LAW.

- Toptal is not responsible for (a) lost, late, stolen, incomplete, illegible, inaccurate, undelivered, delayed, or misdirected entries; (b) incorrect or inaccurate capture of, damage to, or loss of entries or entry information, or any other human or technical errors of any kind relating to the submission, collection, storage or processing of entries or the administration of the Scholarships Program; (c) undeliverable e-mails resulting from any form of active or passive e-mail filtering by a user's Internet service provider and/or e-mail client or for insufficient space in user's e-mail account to receive e-mail; (d) damage to any computer system resulting from participation in or accessing or downloading information in connection with this promotion; (e) any typographical or other error in the printing of the offer, administration of the Scholarships Program or in the announcement of any prize; or (f) the acts or omissions of any third party, including GitHub and any internet or website hosting provider.
- Winner assumes all liability for any injury or damage caused, or claimed to be caused, by participation in this Scholarships Program or use or redemption of any award.

Dispute Resolution

These Scholarships Official Rules are made under, and will be construed and enforced in accordance with, the laws of Delaware applicable to agreements and rules made and to be performed solely therein, without giving effect to principles of conflicts of law. The parties agree that any dispute or controversy arising out of, relating to, or in connection with this Agreement or

the transactions contemplated hereby will be arbitrated pursuant to the Delaware Rapid Arbitration Act, 10 Del. C. §5801, et. seq. The arbitration will take place in Wilmington, Delaware, or such other location as the parties (each in their sole discretion) and arbitrator may agree. The arbitration will be presided over by one arbitrator, who will be chosen by mutual agreement of the parties. In the event the parties are unable to agree upon the identity of the arbitrator, either party may file a petition with the Court of Chancery of the State of Delaware pursuant to Section 5805 of the Delaware Rapid Arbitration Act to have an arbitrator appointed. ARBITRATION SHALL PROCEED SOLELY ON AN INDIVIDUAL BASIS WITHOUT THE RIGHT FOR ANY CLAIMS TO BE ARBITRATED ON A CLASS ACTION BASIS OR ON BASES INVOLVING CLAIMS BROUGHT IN A PURPORTED REPRESENTATIVE CAPACITY ON BEHALF OF OTHERS. THE ARBITRATOR'S AUTHORITY TO RESOLVE AND MAKE WRITTEN AWARDS IS LIMITED TO CLAIMS BETWEEN YOU AND TOPTAL ALONE. CLAIMS MAY NOT BE JOINED OR CONSOLIDATED UNLESS AGREED TO IN WRITING BY ALL PARTIES. No arbitration award or decision will have any preclusive effect as to issues or claims in any dispute with anyone who is not a named party to the arbitration. Notwithstanding any other provision in Scholarships Official Rules, if any portion of the immediately preceding four sentences is deemed invalid or unenforceable, then the remaining provisions of this paragraph will be enforced to the maximum extent permitted under applicable law.

Winners' Names

If you would like to know the names of the winners, send us a letter request, including your name and email address (for our response), no later than June 30, 2017, to:

Toptal, LLC
ATTN: Scholarships Program Recipients List
548 Market Street, #36879
San Francisco, California 94104

