

# Minimum Advertised Price Policy for North America

## REVISION DATE: June 1, 2018

In order to encourage our distributors and resellers to promote and invest in the marketing and sales of Privoro, and to promote the perceived quality and value of the products and services of Privoro, Privoro requires its distributors and resellers (“Resellers”) to comply with this Minimum Advertised Price (“MAP”) Policy for the all products and services noted in the Privoro Price List, available to all authorized distributors and resellers upon written request. All advertisements by Privoro’s Resellers, regarding Privoro’s products and services listed on the Privoro Price List inside of North America, are subject to this MAP Policy.

This MAP Policy is designed to ensure that all of Privoro’s Resellers advertise prices that reflect the advice, service, knowledge, and support that Privoro expects its Resellers to provide end-users in order to maintain a high level of end-user satisfaction. Privoro intends to sell its products and services only to Resellers that do not violate this Policy. Privoro may enforce this Policy through any action (in its sole and absolute discretion) up to and including the termination of Reseller’s authority to sell Privoro’s products and services, and Reseller’s agreement with Privoro relating to such authority. No delay or failure in the exercise of any right, privilege, power, or remedy of Privoro, arising as a result of a Reseller’s breach of this Policy, shall be deemed a waiver of such right, privilege, power, or remedy; nor shall any single or partial exercise of any such right, privilege, power or remedy preclude, waive or otherwise affect the further exercise thereof or the exercise of any other right, privilege, power or remedy.

## THE MAP POLICY

To comply with this MAP Policy, Privoro Resellers shall advertise at or above the Minimum Advertised Price.

The term “advertisement” includes, but is not limited to, any communication of price through any media, including newspapers, magazines, billboards, catalogs, brochures, direct mail, mass emails, television, radio, online advertisements, online price listings, flyers, circulars, forums, and dealer internet sites or any other method which uses the hypertext transfer protocol (“http”) or any internal link to a web-based shopping cart, or any other means of communication.

This MAP Policy does not restrict the Reseller’s right to establish the price at which it actually sells Privoro’s products and services to end-users, but only restricts the price at which the Reseller advertises such products and services to end-users. The determination of whether a Reseller violated this Policy shall be made by Privoro, in its sole and absolute discretion. Upon determining that a Reseller violated this Policy, Privoro may, without assuming any liability, stop supplying any of its products or services to such Reseller (in addition to any other rights of Privoro under any agreement between Privoro and such Reseller).

Privoro reserves the right to alter, modify, suspend, or cancel this MAP Policy, the products and services covered under this Policy, and/or the MAP for any product or service, at any time.



PRIVORO®