

## **POWER PROBE TEK, LLC 2020 MINIMUM ADVERTISED PRICE (MAP) POLICY**

Power Probe Tek, LLC (“Power Probe”) has built a strong reputation and following among the end user consumers of our products. In order to promote advertising practices that preserve and enhance our reputation for providing high quality products, Power Probe has unilaterally adopted a minimum advertised price policy (the “Policy”) applicable to all Power Probe distributors, dealers and resellers (collectively, the “Resellers”) for the products designated by Power Probe from time to time (the “Products” or “Product”). The Policy is being implemented to help ensure the integrity of the Power Probe brand, the innovation, value and quality of Power Probe’s Products, and to encourage the long-term success of Power Probe and its distribution network. This Policy will become effective on April 1, 2020, and its terms supersede and replace any and all prior advertising policies distributed by or on behalf of Power Probe. The Policy shall work under the following guidelines:

1. This is a unilateral Policy and will be administered and enforced by Power Probe in its sole discretion. This means that there is no agreement, side agreement or any mutual decision between a Reseller and Power Probe to resell, market and/or advertise at any price. Each Reseller must independently and unilaterally set its own resale pricing.

2. Power Probe shall from time to time unilaterally establish a minimum advertised price (“MAP”) for the Products. Pursuant to the Policy, Resellers may not advertise or otherwise promote Products at a net price less than MAP and may not sell Products to any other person or entity which advertises or otherwise promotes Products at a net price less than MAP.

3. For purposes of the Policy, the “net price” shall mean the published or advertised price that the Reseller makes the Product available to its customers taking into account all discounts, deductions, rebates, allowances, credits, charges, trade-ins, the separate price of products bundled with the Products by the Reseller, coupons, premiums, promotions, and any free goods, services and/or gifts offered with the Product. Customer paid taxes shall not be included in the determination of the “net price.”

4. This Policy applies to all advertisements of Power Probe Products in any and all media including, but not limited to, the Internet, television, radio, telephone, and print media, and in any form including, for purposes of example only, flyers, posters, coupons, mailers, brochures, inserts, handbills, billboards, circulars, newspapers, magazines, catalogs, email, text message or facsimile transmissions, television or radio commercials, all forms of Internet advertising including website display ads (for example, banner ads, pop-ups, pop-unders, floating ads, expanding ads, trick banners, interstitial ads, etc.), text-based hyperlinks, social media advertising (for example, advertising on Internet forums or social media sites such as Facebook, Twitter, Instagram or LinkedIn, etc.), online auctions, advertisements or solicitations by email, text or instant messaging, and public signage other than signage posted within a Reseller’s physical (brick-and-mortar) retail store location(s) and which is not visible from the outside such as through a window or other means.

5. Pricing listed on an Internet site is considered an “advertised price” and must adhere to the Policy until the Product is placed in the “virtual shopping cart.” Once the pricing is associated with an actual purchase (an Internet order), the price becomes the selling price and is not bound by this Policy.

6. Resellers are not required to list prices in advertising. Statements such as “call for price,” “call for quote,” “click for price” or “add to cart for price” or phrases of similar import are acceptable as long as the price advertised or listed for the Product is not less than the MAP.

7. This Policy applies strictly to advertised prices. It does not create minimum resale prices or in any way restrict the Reseller’s ability to determine its own resale prices. Moreover, the Policy is not intended to prohibit any Reseller from providing below MAP quotations on an individual basis in response to a specific request for quotation by an individual customer, provided such response is not automated and is given by person-to-person communication. “Person-to-person communication” means verbal and non-automated communications with a customer by telephone or in the Reseller’s store. Resellers may indicate on their websites that customers may contact the Reseller directly for a price quotation. However, advertised inducements suggesting that prices below MAP are or may be available violate the Policy.

8. The Policy does not establish maximum advertised prices. All Resellers may offer Power Probe Products at any price in excess of the MAP established for such Product.

9. The MAP for any Power Probe Product will be determined by Power Probe and communicated to Resellers on the Power Probe price list, which can be found on Power Probe’s web site at [www.powerprobetek.com/map\\_policy](http://www.powerprobetek.com/map_policy) . A hard copy may be obtained by contacting the Power Probe MAP Administrator below.

10. Not all Power Probe Products are subject to this Policy. This Policy does not apply to Products that are not listed on the Power Probe price list. Power Probe reserves the right to unilaterally modify or suspend the MAP with respect to all or certain Products at its sole discretion upon seven (7) days’ notice on our website.

11. While Resellers have the complete freedom to resell Power Probe Products at any price, if Power Probe verifies to its reasonable satisfaction that the Reseller has advertised or otherwise promoted a Product at a net price less than MAP or the Reseller has sold a Product to a person or entity which advertised or otherwise promoted a Product at a net price less than MAP, Power Probe will immediately cancel all orders and refuse to accept any new orders from the Reseller. Once Power Probe has decided to cancel all orders for the Products and not to accept new orders for the Products, Power Probe will cease selling the Products to the Reseller while the Policy remains in effect. The Reseller will also be restricted from continuing to use Power Probe trademarks, logos and other intellectual property in any of the Reseller’s digital and hard copy marketing materials. Power Probe may monitor the prices advertised by Resellers either directly or via the use of third party agencies.

12. The only person authorized to answer questions regarding the Policy and to comment on the Policy, and to whom all questions regarding the Policy must be addressed, is the Power Probe MAP Administrator. The Power Probe MAP Administrator designated below shall be solely responsible for determining whether a violation of the Policy has occurred and communicating decisions to Resellers regarding the Policy. Therefore, all questions or comments regarding this Policy shall be directed to: E-mail Address: [MAP@pp-tek.com](mailto:MAP@pp-tek.com) or MAP Administrator 760 Challenger St. Brea CA, 92821 POWER PROBE SALES PERSONNEL OR OTHER EMPLOYEES HAVE NO AUTHORITY TO MODIFY OR GRANT EXCEPTIONS TO THIS POLICY. No external complaints or reports concerning this Policy are solicited by Power Probe, nor will any such external complaints or reports be used by Power Probe as a basis for enforcement of the Policy.

13. Each Reseller is free to independently decide whether or not to follow the Policy. Notwithstanding anything to the contrary which may be expressed or implied in or by one or more agreements between the Reseller and Power Probe, nothing in those agreements shall constitute an agreement by the Reseller to comply with the Policy. Power Probe reserves the right at any time to modify, amend, suspend or discontinue this Policy in whole or in part or designate promotional periods during which the terms of the Policy change or designate periods of time during which the Policy is not applicable. Policy modifications will be made available on the Power Probe website at [www.powerprobetek.com/map\\_policy](http://www.powerprobetek.com/map_policy) . Resellers are responsible for observing the current version of this Policy as well as the current MAP pricing.

Pursuant to our new product policy, please note that these items are NOT to be sold to any Internet Resellers until further notice. Pricing subject to change.