



December 9, 2019

RE: 2020 Sunex Tools Minimum Advertised Price Policy (MAPP)

Dear Valued Sunex Distributor Partner,

Thank you for your continued interest in and support of Sunex Tools.

As we continue to build the Sunex Tools brand, we must ensure that our brand image and its presentation to our end-user reflects the consistent high quality and high value both you and your customers have come to expect. To ensure this, Sunex Tools is taking the following steps:

- Implementing a Minimum Advertised Price Policy (MAPP) specifically for all forms of advertising
- Establishing a program to authorize select E-Commerce resellers who meet requirements intended to support and advance the Sunex Tools brand

Sunex Tools firmly believes that it is in both our and our customers' best interest to conduct business with partners that present our products in alignment with our brand image and adhere to our selling policy. The Sunex Tools MAP Policy and Authorized Reseller policies are designed to maintain the high quality and high value brand image associated with Sunex Tools products.

Sunex Tools provides the most current list of MAP products and minimum advertised prices at <https://sunextools.com/support/mappolicy>. We will be moving forward carefully and deliberately with the development of a full and much more robust schedule in the coming months that will address all categories and several hundred SKU's.

We appreciate your continued business with Sunex Tools. We encourage you to carefully review the attached documents outlining the policies details. Should you have any questions please feel free to email MAP@sunextools.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Lance Desmarais", written in a cursive style.

Lance Desmarais
Vice President of Sales



2019 MINIMUM ADVERTISED PRICE POLICY

In order to enhance the protection of its brand image of quality and value and to encourage its Authorized Resellers to provide a high level of effective support to customers, Sunex® Tools has adopted a Minimum Advertised Price Policy (“MAP Policy”) for certain products (“MAP Products”). The MAP Policy will be effective December 9, 2019. It will apply to all advertising in connection with sales by Authorized Resellers in the United States concerning any MAP Product. The MAP Policy is important to enable Sunex® Tools to compete effectively in the marketplace while maintaining its image of quality and value. The MAP Policy will also help ensure that Sunex® Tools products are appropriately promoted in the marketplace.

The MAP Policy applies only to advertised prices. It does not, in any way, seek to regulate actual sale prices. It does not restrict the right of any Authorized Reseller to independently determine its own resale prices for any Sunex® Tools product. Neither Sunex® Tools nor any employee or agent of Sunex® Tools shall have any authority to instruct any Authorized Reseller as to what its resale prices must be or to interfere with the independent establishment of resale prices by any Authorized Reseller. Every Authorized Reseller is free to sell any Sunex® Tools product at any price that it deems appropriate.

Elements of the Minimum Advertised Price Policy:

1. It is the sole responsibility of the Authorized Reseller to stay current with the MAP Policy and to review the website to determine which products are MAP Products. Sunex® Tools provides the most current list of MAP Products and minimum advertised prices at <https://sunextools.com/support/mappolicy>.
2. For purposes of the MAP Policy, an “advertisement” includes any print or electronic media of any kind, including, but not limited to, ALL website pages (including search engines) and banners, social media (e.g. Facebook, Instagram, Twitter), emails, blogs, newspapers, magazines, flyers, brochures, posters, postcards, coupons, catalogs, billboards, television, radio ads, and other marketing or promotional materials.
3. The MAP Policy applies only to advertised prices and does not in any way restrict the Authorized Reseller’s ability to determine their own resale pricing.
4. It shall not be a violation of the MAP Policy to advertise that a customer may “call for price” or “email for price,” or to use similar language. Free shipping, financing, and gift cards redeemable for value on future purchases do not violate the MAP Policy.
5. Terminology/phrasing which may be inclined to devalue the Sunex® Tools brand will not be permitted. Using phrasing such as “Clearance,” “Lowest Price Guaranteed,” “Price Too Low to Advertise,” or similar wording or graphics is not permitted in any form of advertisement.
6. Sunex® Tools is solely responsible for determining whether a violation of the MAP Policy has occurred, as well as determining appropriate penalties.



7. Sunex® Tools reserves the right to determine and apply penalties if an Authorized Reseller is in violation of the MAP Policy, including, but not limited to, excluding the Authorized Reseller from participating in any special programs and promotions, limiting the supply of products, canceling existing orders, refusing new orders, or suspension or termination of the account.
8. Interpretation and enforcement of the MAP Policy shall at all times be in the sole and absolute discretion of Sunex® Tools. Authorized Resellers have no right to enforce the MAP Policy.

The MAP Policy has been unilaterally adopted by Sunex® Tools. Sunex® Tools neither solicits nor will it accept assurances by an Authorized Reseller that it will comply with the MAP Policy. Nothing in the MAP Policy shall constitute an agreement between Sunex® Tools and an Authorized Reseller. The Authorized Reseller can choose to comply or not comply with the MAP Policy. Sunex® Tools will not discuss conditions of acceptance related to the MAP Policy. The MAP Policy is non-negotiable and will not be altered, modified, or amended for any authorized reseller.

All communications and questions regarding the MAP Policy must be directed to MAP@sunextools.com. No Sunex® Tools sales, channel marketing, or customer service representatives have authority to make exceptions or adjustments to the MAP Policy, or to interpret or explain the MAP Policy.