



## Minimum Advertised Price

Nios Inc. (noyah) unilaterally establishes and enforces at its sole discretion a Minimum Advertised Price ("MAP") policy on all Nios products, including brands noyah and Nios Shield. The MAP policy will apply to all U.S. and Canadian dealers, retailers and distributors.

The MAP policy shall work under the following guidelines:

- A) The MAP for all Nios's products shall be no less than the Manufacturer's Suggested List Price (MSRP) as listed in the then current Nios Price List as might be amended from time to time.
- B) The MAP policy applies to all advertisements of Nios products in any and all media, including, but not necessarily limited to, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, Internet or similar electronic media, television, radio, and public signage. The MAP policy is not applicable to any physical in-store advertising that is not distributed to the customer.
- C) "Bundling" or the inclusion in advertising of free or discounted products (whether made by Nios or another manufacturer) with a product covered by the MAP policy would be contrary to the MAP policy if it has the effect of discounting the advertised price of the covered product below the MAP.
- D) Pricing listed on an internet site is considered an "advertised price" and must adhere to the MAP policy. Once the pricing is associated with an actual purchase (an internet order), the price becomes the selling price and is not bound by this MAP policy. Statements such "we will match any price", and "call for price" are acceptable.
- E) MAP applies only to advertised prices and does not apply to the price at which the products are actually sold or offered for sale to an individual consumer within the physical store location of dealers, retailers or distributors, or over the telephone.
- F) MAP does not establish maximum advertised prices. All dealers, retailers or distributors may offer Nios's products at any price in excess of the MAP established for such product.
- G) Nios's MAP policy does not in any way limit the ability of any dealer, retailers or distributor to advertise that "they have the lowest prices" or, they "will meet or beat any competitors price", that users of the product should "call for a price" or phrases of similar import as long as the price advertised or listed for the products is not less than MAP.
- H) From time to time Nios may discontinue models or engage in promotions with respect to certain products or engage in the sale of "close out" products. In such events, Nios reserves the right to modify or suspend the MAP with respect to the affected products. Nios further reserves the right to unilaterally adjust the MAP with respect to all or certain products at its sole discretion.
- I) In the event a dealer, retailers or distributor chooses not to follow the MAP policy, sanctions will be unilaterally imposed by Nios in its sole discretion. Intentional or repeated failure to abide by this MAP policy may result in termination of dealership or distributorship. In its sole discretion, Nios may monitor the advertised price of dealers or distributors, either directly or via the use of third party agencies. Third party agencies retained by Nios may engage in monitoring of any advertisements. The Nios MAP policy administrator in its sole discretion shall be

solely responsible for determining whether a violation of the policy has occurred, communicating decisions to dealers or distributors regarding the policy and receiving any communication regarding sanctions imposed under this MAP policy. Nios SALES PERSONNEL OR OTHER EMPLOYEES HAVE NO AUTHORITY TO MODIFY OR GRANT EXCEPTIONS TO THIS POLICY. Therefore, all questions or comments regarding this MAP policy are to be directed to the policy administrator at Nios Group 315 W. 57<sup>th</sup> St Suite 308 NY, NY 10019

J) This MAP policy has been unilaterally established by Nios to help ensure the legacy of Nios as a top producer of high performance, high quality products and to protect the reputation of its name and products. The MAP policy is also designed to ensure dealers, retailers and distributors have the incentive to invest resources into services for Nios's customers.

**Nios reserves the right and sole discretion at any time to modify, suspend, discontinue or enforce the MAP 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, and no dealer, retailer or distributor has any right to rely on the continued existence of this MAP policy or any effort by Nios to enforce it.**

