



Twinlab® Unilateral Minimum Advertised Price (MAP) Policy

Effective September 1, 2016

Twinlab Corporation (TL) strongly believes that its lines of products are premium nutritional supplements and has invested substantial resources in providing strong after-sale support to its Resellers. In order to preserve its reputation and further enhance its brand image and competitiveness in the marketplace, TL is unilaterally instituting a policy of minimum advertised price standards for all of the products of the specific TL brands referenced below (collectively the “Covered TL Products”). This unilateral Minimum Advertised Pricing Policy (“MAP Policy”) will become effective September 1, 2016 and will apply to distributors and authorized resellers, including catalogs and internet retailers (collectively, “Resellers”), who resell the Covered TL Products (listed below) to end users located in the United States. This MAP Policy applies to only those Covered TL Products in the TL product lines (“Brands”) that are listed below:

- Twinlab®
- Alvita®
- Twinlab Bariatric Support™ series
- Metabolife®

TL reserves the right in its sole discretion to add or remove products from the Covered TL Products subject to TL’s MAP Policy.

TL recognizes that its success is tied to the success of its select authorized retailers. TL values the effort and resources invested by its Resellers to distribute TL products, educate the public and Resellers’ staff about the Covered TL Products as a way to support its customers. TL wants to protect its Resellers ability to do so while at the same time discouraging price-based advertising that would be detrimental to TL’s Reseller’s services and support efforts. This MAP Policy is adopted for the benefit of all Resellers and will be uniformly enforced.

This MAP Policy shall work under the following guidelines:

1. TL’s brokers will provide you with the information about both the Manufactured Suggested Retail Prices (“MSRP”) as well as the Minimum Advertised Price (“MAP”) and will provide 60 days’ written notice of any changes in this information. In addition, to obtain an up-to-date information sheet with the MSRP and MAP from TL’s call (800) 645-5626 or emailing mapadministrator@twinlab.com or contacting Reseller’s broker. The MSRP and the MAP may be updated from time to time and all Resellers should check the current TL Order Form for accurate price information.

Corporate Offices

2255 GLADES ROAD, SUITE 342W
BOCA RATON, FL 33431
Ph: 800.553.1896

600 E. QUALITY DRIVE
AMERICAN FORK, UT 84003
Ph: 801.763.0700

70 CAROLYN BOULEVARD
FARMINGDALE, NY 11735
Ph: 855.492.7388

3133 ORCHARD VISTA DRIVE SE
GRAND RAPIDS, MI 49546
Ph: 616.464.5000



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2. This MAP Policy applies to all advertisements of Covered TL Products listed on the TL Order Form in any and all media, including, but not limited to, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, e-mail newsletters, e-mail solicitations, internet, websites, social media platform, blogs or other internet based media, television, radio, public signage, personalized offers on social media and email, text messaging, implementing coupons, instant rebates, as well as encrypted online prices or other public displays. This MAP Policy is not applicable to any in-store advertising in a retail location that is displayed only in the store and not distributed to any customer(s) including by way of example, but not limited to, point of sale signs, stickers, hangtags and bar codes. A “retail location” is defined as the physical place where end users can physically buy and take immediate delivery of Covered TL Products. This MAP Policy doesn’t apply to products discontinued by TL.
3. The inclusion in advertising of free or discounted products (regardless of whether it’s distributed by TL or from another manufacturer/distributor) with a Covered TL Product subject to this MAP Policy would be contrary to the MAP price if it has the effect of discounting the advertised price of the Covered TL Product below its MAP.
4. If pricing is displayed, any strike-through or other alteration of the MSRP that is paired with a discount price below MAP is prohibited.
5. This map Policy applies only to advertised prices and does not apply to the actual Resellers’ selling prices; every Reseller’s retail sales prices for any and all TL products remain wholly within each Reseller’s discretion.
6. This MAP Policy does not establish maximum advertised prices. All Resellers may advertise the Covered TL Products actual selling price at any price in excess of MAP or MSRP. However, if a Reseller is giving a discount on a product, it cannot show the MSRP as higher than is listed in the TL Order Form to make it appear that the customer is getting a larger discount than is actually being given.
7. This MAP Policy also applies to any activity with TL determines in its sole discretion is designed or intended to circumvent the intent of this MAP Policy such as solicitations for ‘group purchases’ and the like.
8. Pricing listed on an internet site is considered an “advertised price” and must adhere to this MAP Policy. Website features such as “click for price”, automated

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“bounce back” pricing emails, pre-formatted e-mail responses, forms and automatic price display for any item prior to being placed in a customer’s shopping cart, or other similar features are considered to be communications initiated by the Reseller (rather than the customer) and thereby constitute “advertising” under this MAP Policy.

Once the pricing is associated with the intent to purchase (added to shopping cart or order), the price becomes the selling price is not bound by this MAP Policy. Statements such as “add to basket to see price”, “we will match any price”, “call for price”, or “email for price”, or similar phrases are acceptable so long as the price advertised or listed for the Covered TL Product is not below MAP and Reseller otherwise complies with this MAP Policy.

In addition, discounts applied at checkout to an entire order based upon a customer’s purchase history with the Authorized Reseller, such as discounts for “frequent shoppers”, do not violate this MAP Policy.

9. This MAP Policy is solely within TL’s discretion. No TL employee or sales representative has any authority to negotiate, modify or grant exceptions to this MAP Policy. Any representation or action by any employee, sales representative or persons other than the MAP Administrator to discuss, modify or grant exception to this MAP Policy is unauthorized and invalid.

All questions about this MAP Policy should be in writing and directed via US Mail to MAP Policy Administrator, Twinlab Corporation, 2255 Glades Road, Suite 342W, Boca Raton, FL 33431 or via email to mapadministrator@twinlab.com who will respond only in writing. No oral communications about this MAP Policy are authorized. The MAP Policy Administrator, alone or in connection with a third-party MAP monitoring service appointed by the MAP Policy Administrator shall be solely responsible for determining whether a violation of this policy has occurred, communicating decisions to Resellers regarding the MAP Policy and receiving any communications regarding sanctions imposed under this MAP Policy. This policy is being established by TL unilaterally and therefore not subject to negotiation. TL will implement and take action respecting its MAP policy unilaterally based upon information deemed sufficient by TL, and all such determinations shall be final. TL reserves the right at any time to modify this policy to establish new or different policies or to discontinue any and all of such policies.

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10. From time to time, TL may choose to offer special promotions on certain products. In such events, TL reserves the right to modify or suspend this MAP in whole or in part by notifying all Resellers of the duration and nature of the changes. TL further reserves the right to adjust the MSRP and MAP with respect to all or certain products at its sole discretion. Such changes apply equally to all Resellers.
11. Intentional and/or repeated failure to abide by this MAP Policy will result in sanctions unilaterally imposed by TL. A first violation of this MAP Policy shall result in a warning letter that will include a deadline to adjust the advertised prices to be in compliance with this policy. Upon a second violation, which shall include failing to come into compliance by the deadline provided in the warning letter, TL shall (and shall instruct all distributors to) cease all sales and shipments of the Covered TL Products to the violating Reseller. TL does not intend to do business with Resellers who degrade the image of TL and its products. TL does not have to provide prior notice or issue warnings prior to taking any action under this MAP Policy.
 - a. If a Retailer with multiple store locations, websites or on-line storefronts violates this MAP Policy at any one store location, on-line storefront or associated website, then TL will consider this to be a violation by the Reseller.
 - b. Resellers are expected to provide reasonable cooperation in any of TL's investigations regarding MAP Policy violations. Hindering, obstructing, delaying, or otherwise failing to cooperate with TL's investigation is a violation of this MAP Policy.
12. Distributors/Brokers of TL Products will supply a copy of this MAP Policy to any new or existing Reseller to which such Distributor/Broker sells TL Products for the Reseller's records.

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