



## **NORTHWAVE MINIMUM ADVERTISED PRICING POLICY (MAP)**

Effective Date: **August 4, 2014**

### **A. Introduction**

**Northwave** has established a minimum advertised pricing policy (MAP Policy) that applies to its products. This Policy is a unilateral statement of Northwave, and a condition precedent for any dealer that desires to advertise and sell Northwave products. Accordingly, the MAP Policy is not a contract, nor an offer to form a contract. The Policy, rather, is an expression of Northwave's policies under which its covered products may be advertised and marketed.

This MAP Policy is NOT intended to determine, control or even influence the price at which any authorized Company dealer sells any of the covered products. It is Northwave's policy that its dealers are entirely free to set their own prices for Northwave's products.

### **B. Policy Coverage**

This MAP Policy covers all of Northwave's products which are sold throughout North America, and is binding upon all of Northwave's dealers who distribute and sell such products. Notwithstanding the foregoing, the Northwave reserves the right from time to time to exclude specific products from its MAP Policy for all dealers.

### **C. Pricing**

Except in the situations described below, a dealer may not advertise any of the covered products below the minimum advertising price established by Northwave. Pricing updates are available for dealers through [www.cycleslambert.com](http://www.cycleslambert.com) – [www.hawleyusa.com](http://www.hawleyusa.com).

As discussed above, specific products excluded from the MAP Policy by Northwave may be advertised at the dealers' discretion.

### **D. Policy Terms**

- This MAP Policy applies to all forms of advertising of the Northwave's covered products and across all mediums, including without limitation, television, cable, radio, direct mail, outdoor advertising, mailings, catalogs, magazines, circulars, retail and/or consumer exhibition displays and electronic / online media (which includes emails, text messaging, and social media, e.g., Facebook, Twitter, Instagram, etc.);
- Sales of any current model year Northwave products through third-party websites (such as eBay or Amazon) are strictly prohibited.
- Use of "See Price in Cart" or 'Starting from' and similar online functionality to indirectly advertise lower pricing is not permitted.
- The wrapping of Northwave products with other products at advertised pricing below MAP when bundled is prohibited.
- Company and/or a third party will monitor this policy.

### **E. Internet / Online Advertising**

Advertising on the Internet is subject to the MAP Policy, whether the covered products are advertised on the dealer's website or on any third party websites utilized or sponsored by the dealer, and whether in the form of mass generated e-mails or text messages. With respect to websites used or sponsored by a dealer which also offer purchase capabilities, the MAP Policy applies to all web pages and other forms of Internet advertising (e.g., banner ads) that describe and otherwise promote the covered products, but not to the actual point-of-purchase web pages.

### **F. Authority**

Northwave (together with its permitted assigns) is responsible for enforcing this MAP Policy, and will do so unilaterally. Northwave's designated MAP Policy manager is the only person authorized by Northwave to communicate MAP Policy updates, changes or decisions. No other Northwave



representative or agent is authorized to confirm compliance with, or modify this Policy in any manner. In addition, Northwave will not communicate with any dealer regarding another dealer's advertising practices.

**G. Non-Compliance with the MAP Policy**

Northwave reserves the right to unilaterally terminate the purchasing rights of any dealer that violates its MAP Policy, with or without prior notification.