

EFFECTIVE: MAY 1<sup>st</sup>, 2019

## **MIDLAND RADIO UNITED STATES UNILATERAL PRICE POLICY**

We recognize that our high-quality resellers invest time and resources to deliver an extraordinary customer experience through knowledgeable staff and compelling vendor presentation. To support our resellers' efforts, Midland Radio Corporation ("Midland"), wishes to establish policies that allow resellers to earn the profits necessary to maintain the high level of customer excellence people have come to expect from Midland resellers.

In order to successfully compete in the marketplace and to maintain its premium brand image, Midland has announced this Unilateral Policy. Hereafter, all sales from Midland resellers to end-users of Products set forth in Midland's *Unilateral Price Grid* inside the United States shall be subject to this Unilateral Policy.

Midland Products covered and their coordinating minimum advertised prices are set forth in the Unilateral Price Grid and shall be delivered or otherwise made available by Midland to the Reseller. The Unilateral Price Grid is available at [www.midlandusa.com/unilateral-pricing-policy](http://www.midlandusa.com/unilateral-pricing-policy). Midland reserves the right from time to time to alter, modify, suspend, or cancel this Unilateral Policy, the Products covered, and/or the minimum advertised prices.

This Policy does not restrict the Reseller's right to establish independent advertised and/or resale prices of Midland Products. Midland reserves the right to determine whether a reseller has advertised Midland's Products at a net advertised price less than the minimum advertised price established in this Unilateral Policy. Upon such determination Midland may, without assuming any liability, cancel all orders and may indefinitely refuse to accept new orders from the Reseller.

This Policy has been unilaterally adopted by Midland. Midland neither solicits nor will it accept assurances by any reseller of acquiescence with this Policy. Nothing in this Policy shall constitute an agreement between Midland and any reseller of compliance with this Policy. The Reseller within its own discretion can choose to acquiesce or not acquiesce with this Policy. Midland will not discuss conditions of acceptance related to this Policy. This Policy is non-negotiable and will not be altered, modified, or amended for any reseller.

Actions that constitute acquiescence with Midland's Unilateral Policy:

- The offer of free shipping or financing on Product(s) in the *Unilateral Price Grid*
- The offer of a gift card redeemable for value on a future purchase with the purchase of Product(s) in the *Unilateral Price Grid*
- Midland, from time to time within its sole discretion may announce promotional prices and bundles of the Products listed in the *Unilateral Price Grid*

Actions that do not constitute acquiescence with Midland's Unilateral Policy:

- Advertising that requests the end-user to "see price in cart," "click to see price," "add to cart for best price," "Why we do not show a price?" or a price that is struck through, no price listed or any language or graphic representation that implies, or from which the end-user can infer, that the end-user click through to the cart to see a price lower than that set forth in the *Unilateral Price Grid*
- The issuance of non-Midland announced rebates (in any form, including coupon codes) on a Product(s) listed in the *Unilateral Price Grid*
- Combining a Product from the *Unilateral Price Grid* with any other product for a combined price lower than the combined price of what the two (2) products could be advertised independent of each other as set forth in the *Unilateral Price Grid*

Midland sales personnel have no authority to modify or grant exceptions to this Policy. All questions regarding interpretation of this Policy should be directed to the Unilateral Policy Committee at [upcommittee@midlandradio.com](mailto:upcommittee@midlandradio.com).