

EFFECTIVE DATE: MAY 1st, 2019

MIDLAND RADIO U.S. RESELLER POLICY

*By purchasing Midland Radio Products for resale you agree
to adhere to this Reseller Policy*

In order to ensure Midland Radio Corporation (“Midland”) resellers are able to sustain healthy margins on Midland Products and ensure that its end-users are being provided a quality sales experience and customer support, Midland has announced this Reseller Policy (the “Reseller Policy”). Midland believes that its end-user customers are best served by having resellers who market Midland’s Products as premium brand products, and who provide an outstanding level of service and support to their end-user customers.

Midland has also decided that, in order to maintain and protect the viability of the Midland reseller network for its Products, in order to protect the value associated with the Midland brands in connection with its Products, and in order to ensure high-quality support by resellers to end-users of the those Products, resellers must comply with the following terms and conditions:

- 1) **Internet Sales Prohibited**. Reseller shall be prohibited from selling Midland Products on the Internet unless it applies, is approved by Midland, and executes an Authorized Internet Reseller Agreement regulating the manner in which it sells online;
- 2) **Transshipping**. Reseller shall not transship Products. Specifically, Reseller shall not sell, transfer, or offer for sale any of the Products to any person or entity for resale;
- 3) **Geographic Sales Boundary**. Reseller may only sell and advertise for sale Midland Products within the United States of America. Midland hereby expressly prohibits the reseller from soliciting or consummating sales outside of the United States of America;
- 4) **Intellectual Property**. The unauthorized use of the intellectual property of Midland without written consent from Midland is prohibited;
- 5) **Sales Practices**. Reseller shall conduct its business in a reasonable and ethical manner at all times and shall neither engage in any deceptive, misleading, or unethical practices or advertising at any time, nor make any warranties or representations concerning the Products except as expressly authorized by Midland. Reseller shall comply with any and all applicable laws, rules, regulations, and policies related to the advertising, sale and marketing of Midland Products;

- 6) **Service.** Reseller shall provide the highest levels of customer service. Reseller and Reseller's sales personnel shall be familiar with the special features of all Midland Products marketed for sale and must obtain sufficient product knowledge to advise customers on the selection and safe use of the products, as well as any applicable warranty, guarantee, or return policy; and
- 7) **Product Packaging.** Reseller shall sell Midland Products in their original packaging. Relabeling, repackaging (including the separation of bundled products or the bundling of separate products), and other alterations are not permitted. Tampering with, defacing, or otherwise altering any serial number, UPC code, batch or lot code, or other identifying information on Products or their packaging is prohibited. Reseller shall not remove, translate, or modify the contents of any label or literature on or accompanying the Products.

Midland reserves the right to update, amend, or modify this Reseller Policy at any time. Unless otherwise provided, such amendments will take effect immediately and Reseller's continued use, advertising, offering for sale, or sale of the Products will be deemed Reseller's acceptance of the amendments.

If Midland determines that Reseller is in violation of this Reseller Policy, Midland may take any and all appropriate legal actions, including, but not limited to, refusing to accept orders from Reseller or instructing its distributors to refuse to accept orders from Reseller.

Any questions regarding this Reseller Policy must be emailed to:
upcommittee@midlandradio.com