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Minimum Advertised Pricing (MAP) Policy for Sombra® Wellness Products

MINIMUM ADVERTISED PRICING OVERVIEW: Sombra® Wellness Products (“Sombra”) gives resellers the ability to promote and sell Sombra’s branded products. Sombra has determined its interests are best served through the adoption of a minimum advertised price (“MAP”) policy. This MAP policy is designed to: **(I)** protect reseller margins so that desirable pre-sales and post-sales services and infrastructure can be provided by our channel partners; **(II)** support the Sombra and Sore No More® brands as premium offerings; and, **(III)** avoid destructive intra-brand channel conflict.

This MAP Policy is being implemented unilaterally and will be uniformly enforced. Sombra does not invite or accept any input on how the policy will be administered and maintained. Furthermore, this is not an agreement and Sombra will not ask for or accept any assurance of compliance.

This MAP Policy applies to all advertisements of Sombra products in all media, whether in print, or through any eCommerce platform, included but not limited to:

- (a) flyers, posters, mailers, inserts, newspapers, publications, magazines, circulars, catalogs, mail order catalogs, public signage, and other print media by resellers and their affiliates;
- (b) broadcast network television and radio, including advertisement and marketing by resellers and their affiliates; and,
- (c) internet, eCommerce and social media marketing, including but not limited to, websites that can be accessed directly through any hypertext link or any other method which uses the hypertext transfer protocol (http), search engine advertising, automated response pricing emails, SMS or other phone text messages, search engine optimization banners, popups or popups under ads pricing comparison sites, auction functions or websites, shopping websites, shopping feeds or portal sites, online display advertising, or similar electronic media including advertising and marketing by resellers and their affiliates.

Electronic mail sent directly in response to a customer inquiry is not considered to be advertising prohibited by the preceding paragraph.

This MAP Policy does not apply to in-store displays and advertising including but not limited to signage, price tags, or prices written in a sample book if such advertising is not distributed to customers.

For the avoidance of doubt, in-store advertising may not be displayed through digital media cross promotion including without limitation to Facebook, Instagram, Twitter, or Pinterest.

This MAP Policy does not apply to the price that is displayed on the internet when the product is added to the “cart” as long as the shopping cart technology does not allow a price below MAP to be displayed as a search engine result or otherwise revealed to the general public.

If the advertising method provides for or suggests a price below MAP, such advertising violates this MAP Policy. Examples of advertising methods that violate this MAP Policy include but are not limited to:

- (a) the use of a rebate, coupon, promotion, giveaway, or incentive that reduces the advertised price below MAP violates this MAP Policy;
- (b) the inclusion in advertising of free or discounted products with a product covered by this MAP Policy violates this MAP Policy if it has the effect of discounting the advertised price of the covered product below MAP;
- (c) offering free shipping and handling of Sombra products violates this MAP Policy if the monetary value of such offer results in the display of the price for such product to be below the established MAP for such products;
- (d) if pricing is displayed, any strike-through or alteration of the established MAP is prohibited;
- (e) the use of any click-on or click-through buttons on the website or any similar buttons or automated price quotation transmission features to provide automatic price quotations at or below the established MAP;
- (f) language such as “Click Buy for Price” or “Click Add to Cart for Price” or “Click for Quote” if used on the same webpage in which Sombra branded products are being advertised for sale; and,
- (g) statements such as “Click Here for Lower Price” or “Add to Cart for Lower Price” or “Check Cart for Lower Price”.

This MAP Policy does not limit the ability of the dealer to advertise that it “has the lowest price” or “will beat or match any competitor”. This MAP Policy does not prohibit responses to specific requests for price quotes by an individual customer if such responses are not automatic and are given in an individual, personal communication to the requesting customer. It also in no way will establish a maximum advertised price.

This MAP Policy does not apply to the price at which goods are sold or offered for sale to individual customers. Sombra resellers and their affiliates are free to sell Sombra products to individual customers at any price.

Intentional or repeated failure to comply with this MAP Policy will result in sanctions being unilaterally imposed by Sombra on the reseller and its affiliates that include but are not limited to:

- (a) a pricing increase for no less than 90 days;**
- (b) a permanent pricing increase for all future orders;**
- (c) a suspension of any discount and/or rebate incentives;**
- (d) a suspension of shipment (account on hold); and/or,**
- (e) termination of business between Sombra and reseller and its affiliates.**

This MAP Policy has been established to help promote the Sombra brands and provide all resellers the equal ability to promote and sell the products. Sombra reserves the right to modify or suspend this MAP Policy or adjust MAP for any product at any time. Such changes will apply equally to all resellers and their affiliates. No sales representative or employee of Sombra, other than the MAP Policy administrators (CEO and COO), have any authority to discuss, modify or grant exceptions to this MAP Policy.