



Silky Dealer Unilateral Minimum Advertised Price (MAP) Policy Effective January 1st, 2022

This Minimum Advertised Price (MAP) Policy supersedes all previous Silky MAP Policies and Guidelines.

Vertical Supply Group (VSG) has unilaterally adopted the following Minimum Advertised Price (MAP) Policy for Silky brand products. Nothing in this Policy is intended to be, nor shall be construed to be, an agreement between Vertical Supply Group and any dealer as to the prices at which the dealer resells, markets, or advertises Silky products.

This Silky Dealer MAP Policy is applicable to every Silky-authorized dealer (whether online, catalog, brick and mortar, or a combination thereof). However, each dealer is free to independently decide whether or not to follow this MAP Policy. Vertical Supply Group does not ask for, nor will Vertical Supply Group accept, any assurance of compliance or agreement from a dealer regarding this Policy. Furthermore, Vertical Supply Group will not discuss any issues of compliance, acceptance, or pricing related to this Silky brand MAP Policy.

No Vertical Supply Group representative or employee has the authority to modify or alter this MAP Policy, or to ask dealers to resell, market, or advertise products below certain prices. Any statements to the contrary by Vertical Supply Group sales representatives or employees are not authorized, and are expressly disclaimed by Vertical Supply Group. Furthermore, no Vertical Supply Group representative or employee is authorized or permitted in any form or fashion to interpret or discuss the MAP Policy with any dealer/distributor.

This MAP Policy does not affect the dealer's actual resale price. In addition, Silky MAP prices are only a suggestion. Each dealer must independently and unilaterally set its own pricing.

This MAP Policy is subject to modification or discontinuance at any time by Vertical Supply Group, at its sole discretion. Any questions or comments regarding this policy must be directed to map@silkysaws.com

Policy Guidelines

Vertical Supply Group's Unilateral Silky brand MAP Policy requires that prices no less than the Silky MAP be shown in the advertisement of all in-line Silky products. In-line Silky brand products are any Silky product listed on the current Silky Wholesale price list. Advertising media covered by this MAP Policy includes all publications and print media, direct mailers, preprinted materials (including posters, brochures, or in-box inserts, banners and faxes), broadcasts (including radio and TV ads), billboards, catalogs, alternative media, and the Internet, including "add to cart", "click through", or otherwise taking action before the final purchasing stage. This MAP Policy does not cover brick and mortar in-store advertising, such as POPs, POS, shelf-talkers, pricing tags, end-cap displays and window displays. GSA and governmental sales fall outside of this MAP Policy.

Dealers are to refer to current Silky price lists for MAP. Silky MAP is equal to the MSRP.

If Vertical Supply Group determines, to its sole satisfaction, that a dealer has advertised an in-line Silky product below the Silky MAP, with the exception of promotional periods as described below, then Vertical Supply Group may:

- (i) Refuse to accept any new orders from that dealer/distributor;
- (ii) Cancel outstanding orders from that dealer to the extent Vertical Supply Group is contractually permitted to do so;
- (iii) Freeze the account for a period of at least six (6) weeks

Any dealer who is not in compliance with the Silky Dealer Unilateral Minimum Advertised Price (MAP) Policy or any dealer who is not sourcing Silky products through an authorized US Silky Distributor or VSG may not be considered an authorized Silky Dealer.

Vertical Supply Group reserves the right to make price changes at any time without notice. To obtain the most current Silky price list, please contact your Vertical Supply Group representative.

Promotional Guidelines

For promotional purposes, there will be two (2) predetermined Silky sale periods each calendar year. These predetermined sale periods establish the time period as well as the amount of discount below MAP that Silky products can be advertised. **Even during the predetermined sale periods, you cannot advertise Silky brand products below the MAP price as a third party on third party marketplace sites.** Third party marketplace sites include but are not limited to Amazon.com, Walmart.com, Sears.com, Newegg.com, eBay.com, Jet.com, Rakuten.com, etc. While advertising promotional Silky pricing is not allowed by third parties on third party marketplace sites, dealers are free to advertise the promotional Silky pricing during the predetermined sale period on their own branded websites.

Upcoming Sale Periods – All start times will be 12:01AM on the start date and end at 11:59PM of the end date

- June 10th – June 20th, 2022 – Max discount 20% below MAP
- November 16th – December 6th, 2022 – Max discount 20% below MAP

Also, any broad-based sales or promotions which might include any Silky in-line products must fall within a specified Sale Period with maximum percent below MAP as indicated above. If an advertised broad-based sale does not fall within a specified Sale Period or exceeds a maximum discount of percent below MAP, then there must be an exclusion to the broad-based promotion/sale for all Silky in-line products. By definition, broad-based promotions and/or sales include, but are not limited to, free gift certificates with purchase, percentage off of total purchase or shopping cart value, percentage off of next purchase, free merchandise, or any other offer that translates into an immediate price reduction below MAP.

For some new product introductions Vertical Supply Group will exclude those designated Silky products from the MAP policy for a specified period. Contact your Vertical Supply Group representative for the list of excluded Silky products and the timeframe for exclusion from the MAP policy.

Questions or Comments

Questions or comments regarding this Silky brand MAP Policy must be directed to: map@silkysaws.com

Vertical Supply Group independently and unilaterally administers this policy. If you contact Vertical Supply Group regarding advertising or pricing by other dealers, Vertical Supply Group will not provide you with any information regarding any investigation undertaken, or its results.