



Minimum Retail Price (MRP) Policy

APPLICABLE IN THE US AND CANADA ONLY

Skyhawk Oversea values its relationships with its dealers, distributors and retailers (together, “Resellers”) and appreciates the efforts undertaken to distribute Skyhawk Oversea products to customers. To protect the long-term interests of Skyhawk Oversea as well as its Resellers and customers, we have unilaterally adopted this Minimum Retail Price (“MRP”) Policy for Skyhawk Oversea products. This MRP Policy has been adopted to ensure the continued competitiveness and strong brand image of Skyhawk Oversea products in the marketplace and will be uniformly enforced by Skyhawk Oversea.

Skyhawk Oversea will make available to its Resellers the MRP of designated Skyhawk Oversea products to which the MRP applies (the “MRP Products”). At any time upon notice to Resellers, Skyhawk Oversea may amend the MRP Product list and/or the MRP, including for special pricing promotions or for discontinued products. Resellers have the discretion to establish their own pricing under this MRP Policy; however, Skyhawk Oversea reserves its right and option, without any liability to Resellers, to take any or all of the following actions in the event of a violation of this MRP Policy:

- A. cancel an order or shipment of MRP Products.
- B. refuse new orders for MRP Products indefinitely.
- C. permanently terminate a Reseller’s ability to resell or distribute MRP Products

The following will be considered a violation of this MRP Policy:

- A. Any advertisement, offer or sale of a MRP Product at a net retail sales price which is below the MRP pricing specified for the MRP Product.
- B. Discounting of the MRP Products or payment of sales tax for a customer for an MRP Product such that the net retail sales price paid would be below the MRP pricing specified for the MRP Product.
- C. Advertising any MRP Product at a net retail sales price below the MRP pricing specified for the MRP Product in connection with any trade-in offer for any other product.
- D. Any rebate not provided by the Skyhawk Oversea that results in a net retail sales price below the MRP pricing specified for the MRP Product(s).
- E. Any gift card or in-store rebate that specifically sets forth a price below the MRP pricing specified for any MRP Product.
- F. Any advertisement, offer or sale combining any MRP Product or any Minimum Advertised Price (“MAP”) Product below the recommended bundled price provided by Skyhawk Oversea.

This MRP Policy applies only to MRP Products. Other Skyhawk policies also may apply to the MRP Products and other Skyhawk Oversea products. This MRP Policy is non-negotiable and is the unilateral policy of Skyhawk Oversea; it is not a contract, or an agreement and Skyhawk Oversea does not seek, nor will it solicit any Resellers’ consent to, approval of, comments on, or revisions to this Policy. Skyhawk Oversea also will not discuss changes to this MRP Policy, customer pricing or the pricing of other Resellers. Skyhawk Oversea sales personnel are not authorized to modify or grant exceptions to this MRP Policy. This MRP Policy may be modified only in writing by an authorized officer of Skyhawk Oversea. Skyhawk Oversea has the sole discretion as to whether MRP Products are being advertised, offered or sold in violation of this MRP Policy.