

MINIMUM ADVERTISED PRICE POLICY

Overview

For over 90 years, our mission at Metro has been to make the world more organized and efficient. We do this by providing the world's most imaginative space and productivity solutions. Complementing our products, Metro and its network of sales reps and dealers provide industry leading process expertise for optimizing space, workflow and productivity. We recognize that our success is tied to the success and strength of our authorized dealers and distributors ("Resellers") who have invested significant time and resources to deliver an exceptional customer experience through their service and support efforts.

In an effort to protect and promote its brand name and enhance its Resellers' ability to provide customer service levels that reflect its brand value, InterMetro Industries Corporation ("Metro") unilaterally adopts this Minimum Advertised Price Policy (this "Policy"). **The Policy applies to prices that may be advertised by Resellers selling products in or into the United States, and does not restrict the sales price of products.** The Policy includes specific guidelines for administration of the program and penalties for violations.

This Policy is effective 11/30/2018 and is applicable to all Metro Resellers. This Policy is applicable to the covered Metro products listed in Addendum 1 ("Metro Products"). This Policy is subject to change at any time by Metro in its sole discretion, upon notice to its authorized Resellers.

The Policy revision 1, published on 4/30/2019 and effective 5/30/2019 expanded the scope of covered Metro products as listed in Addendum 1 ("Metro Products") with the latest revision date.

The Policy revision 2, published on 4/01/2020 and effective 5/01/2020 expands the scope of covered Metro products as listed in Addendum 1 ("Metro Products") ***with the latest revision date.***

MAP Definition and Application

1. A Reseller may not advertise or otherwise promote Metro Products in the U.S. at a "net price" less than the price shown in Addendum 1. These prices are calculated by a discount by product category off the current Metro list price. The net prices will update upon Metro list prices changes. Metro reserves the right to adjust discounts and resulting net prices at its discretion.
2. "Net price" refers to such Metro Catalog list price less all discounts, premiums, trade-ins, coupons, and free goods or services advertised with Metro Products.
3. The Policy applies for Metro products sold as "new". This Policy does not apply to specific pieces of equipment when the advertisement uses one of the following terms to indicate the condition of the unit: "used", "damaged", "refurbished", or "floor model" or the advertisement includes "no factory warranty". This Policy does not apply to discontinued merchandise, special offers, or close-outs that are clearly identified by Metro as being exempt from this Policy.
4. **This Policy applies to all prices displayed in advertisement and promotion of Metro Products in the U.S., but does not apply to prices displayed online in a**

virtual “shopping cart” page, “check-out” page, “purchase now” page, or equivalent page where customers make their final purchase, or to password-protected sites not available to the general public. Any direct request for pricing initiated by an individual prospective purchaser to a Reseller in person or through other deliberate action is considered to be a request for a price quotation from the prospective purchaser to the Reseller, and thus MAP does not apply. Advertisers shall not use “cookies” (or other similar means to recognize a repeat visitor) to trigger a display of prices that are lower than MAP.

5. If one or more Metro products are "bundled", "kitted" or combined in an advertisement, the aggregate price for all products offered for sale in the bundle may not be lower than the cumulative MAP for each of the products when sold separately.
6. The Policy is not applicable to any in-store advertising that is displayed only in a physical store location. In-store displays, point-of-sale signs, hangtags, barcodes, QR codes or similar marks on products or product packaging which present the price are not considered "advertising" for purposes of this Policy
7. Metro may conduct promotions for Metro products covered by the Policy. In such cases, Metro reserves the right to modify or suspend the MAP with respect to the promotional products by notifying authorized Resellers of such promotions.
8. It is Metro's policy to reject any purchase orders, or additions to existing purchase orders, that contain infracted Metro Products, for a limited period of time as determined pursuant to Metro's MAP Enforcement process (outlined below), from Resellers who advertise or otherwise promote Metro Products in the U.S. below the Minimum Advertised Price.
9. **It is Metro's policy to reject any purchase orders, for an indefinite period of time, from Resellers who continue to advertise or otherwise promote Metro Products in the U.S. below the Minimum Advertised Price within 12 months of any rejection pursuant to the preceding paragraph as outlined in the Map Enforcement section below. Metro will independently review the status of all Resellers, including those previously terminated for not complying with this Policy. Metro, at its sole discretion, reserves the right to reinstate previously terminated Reseller. All decisions made by Metro as a result of its internal review process are those of Metro alone and will be made independently, without reference or input from the affected Metro Reseller or any other Metro Reseller.**
10. This Policy shall in no way be considered an agreement amongst Metro and its Resellers and each Reseller remains free to determine for itself the actual resale price of Metro Products. Further, honoring this Policy by advertising or promoting at a net price at or above the Minimum Advertised Price shall not be deemed to be communicating acceptance or compliance.
11. **Metro does not ask for, nor will it accept, any assurance of compliance or agreement from a Reseller regarding this Policy, nor will Metro discuss any conditions of acceptance related to this Policy. Metro is implementing this Policy as its own policy.** Metro will determine at its sole discretion, whether Metro Products

are being advertised or promoted in compliance with this Policy and will unilaterally apply this Policy as we believe is warranted.

12. Our employees and sales representatives have been advised that this Policy letter speaks for itself. We ask that you do not discuss this Policy with them. **We further ask that you do not advise us about Resellers who are advertising or promoting Metro Products at prices below the Minimum Advertised Price.** All inquiries must be addressed to the “InterMetro MAP Administrator” as follows:

1. E-mail address: MapAdministrator@metro.com
2. Mailing Address: 651 N Washington St., Wilkes-Barre, PA 18705

MAP Enforcement

Using a third-party service to monitor internet pricing and violations of this policy, Metro will monitor compliance to and enforce this Policy.

The number of Reseller violations will be counted separately for each specific Metro ‘Product Category’ (as shown below the MAP Enforcement Action table) that violates this Policy and determined based upon a rolling twelve-month period. Metro reserves the right to modify this Product Category listing and pricing levels at its sole discretion.

Violation	MAP Enforcement Action
<p>1st violation of an SKU in a given product category found by Metro being priced lower than the MAP policy within the last 12 months.</p>	<p>The Reseller will be contacted via email and notified of the violation of the Policy.</p>
<p>2nd violation of an SKU in a given product category found by Metro being priced lower than the MAP policy within the last 12 months.</p>	<p>The Reseller will be contacted via email and notified of the violation of the Policy.</p>
<p>3rd violation of an SKU in a given product category found by Metro being priced lower than the MAP policy within the last 12 months.</p>	<p>The Reseller will be notified via email, and no new orders, for a period of 30 days, will be processed on the specific Metro Product Category where infractions have occurred.</p>
<p>4th violation of an SKU in a given product category found by Metro being priced lower than the MAP policy within the last 12 months.</p>	<p>The Reseller will be notified via email, and no new orders, for a period of 90 days, will be processed on the specific Metro Product Category where infractions have occurred.</p>
<p>5th violation of an item in a given product category found by Metro being priced lower than the MAP policy within the last 12 months.</p>	<p>The Reseller will be notified via email, and no new orders, for a period of one year, will be processed on the Metro Product Category where infractions have occurred.</p>

PRODUCT CATEGORY	MAPP PRICE LEVEL	Latest Revision Date
C5 1 & C5 E	60% off list price on C5 1; 62.5% off list price on C5 E	04/30/2019
C5 3	55% off list price	04/30/2019
MIGHTYLITE	60% off list price	10/30/2018
MAX Q	55% off list price	10/30/2018
MAX I & 4	50% off list price	10/30/2018
TOP TRACK	50% off list price	10/30/2018
STAINLESS SHELVING	50% off list price	10/30/2018
STAINLESS WORKTABLES	50% off list price	10/30/2018
SPECIALTY CASTERS	50% off list price	10/30/2018
CHROME SHELVING	55% off list price	04/30/2019
METROSEAL SHELVING	55% off list price	04/30/2019
PREPMATE WORKSTATIONS	50% off list price	04/30/2019
C5 4/6/8/9/T/R/MBQ	50% off list price	04/30/2019
316 STAINLESS WORKTABLES	40% off list price	04/01/2020
SPECIALTY CANNABIS SOLNS.	35% off list price	04/01/2020
BASKET SHELVING	50% off list price	04/01/2020
SUPER ERECTA PRO SHELVING	55% off list price	04/01/2020

OTHER PROVISIONS

This Policy is subject to change at any time by Metro in its sole discretion, upon notice to its authorized Resellers.

Addendum 1:

<https://intermetro.box.com/s/5e8n8n5vtedjdz6gkc2mb1h45izbtwc0>

Note: Rounding rules at the link above are as follows

- o Over \$100, round down to nearest dollar
- o Between \$10 and \$100, round down to nearest \$0.50
- o \$10 and below, round down to nearest dime