

## GIVI USA Inc - MINIMUM ADVERTISED PRICE ("MAP") POLICY



Due to the innovative nature of our products, it is often necessary for authorized retailers and their sales associates to commit significant time and resources toward learning and supporting our products. In addition, we recognize there are significant costs involved in developing, protecting, advertising and branding our products and educating the consumer about each product's unique value proposition. As such, we offer our products to authorized retailers at a cost/price structure that we believe fosters the profitability necessary to fund the aforementioned activities. Therefore, it is the purpose of this MAP policy to support our mutually beneficial cost/price structure and to maintain a level playing field for all authorized retailers, regardless of size and purchasing power. Similarly, we believe a sound MAP policy protects the consumer from unauthorized retailers who have no knowledge of the products, provide no support, and in some cases misrepresent product availability. This MAP policy refers only to the price that an authorized retailer chooses to advertise in print, direct mailing and emailing, radio, Internet, telephone, FAX and all other forms of pricing advertisement — not to the price at which an authorized retailer actually sells our products. Our Authorized retailers are free to sell GIVI products at whatever price they may so choose. The advertising policy doesn't apply to brick and mortar in-store signage.

The rule that our MAP policy follows is very simple: the advertised price must equal no more than 10% below the MSRP (Manufacturer Suggested Retail Price), unless the retailer has been expressly authorized in written form by GIVI USA, Inc to advertise differently as a consequence of a special promotion.

Advertisements that offer discounts or other forms of promotions must specifically and conspicuously exclude GIVI products.

**FORBIDDEN FORMS OF PRICE ADVERTISING BELOW 10% off MSRP:** include the following (but not limited to) are considered to be forms of price advertising:

- Web search results
- Retailer's web site pages that can be reached directly
- "Send me price", "call for price", "add to cart for price", "click for price" and anything similar
- Web ads
- Any other form of displaying a price on the web
- Traditional media such as magazines, newspapers, TV and radio
- Fliers and other forms of promotional media
- Newsletters
- Various promotions down to the shopping cart level such as (but not limited to)
- Rebates
- Discount coupons
- Abandoned shopping cart discounts
- Bundles with other products that imply a discount or lower price
- Group On and similar initiatives
- Any of the above includes mobile phones as well (i.e.: mobile web, bar code to read the price etc.)
- Prices should be advertised exactly as per official price list. In particular most of our prices are

going to be rounded to the next whole number and therefore if the official price after the 10% discount is applied, for example \$10.00, it must be advertised as \$10.00 and not as \$9.99.

### THE FOLLOWING ARE NOT A VIOLATION OF THE MAP POLICY:

- Private (password limited access) sales events as long as there is no lower price or discount advertising before accessing the private area
- eBay or any other auction website may not be considered a violation of our MAP policy if the advertised price and the minimum undisclosed bid price are not below MSRP
- It is not considered to be a MAP violation any price and/or discount that are published during, after or as a consequence of the payment process.
- Products that have been discontinued from the official GIVI USA Inc price list and are marked as "discontinued" or "close out" or market with the production year (i.e.: 2005 saddlebags etc.)

### RETURN POLICIES

We recognize that some percentage of our authorized retailers offer liberal return policies associated with the sale of products. GIVI USA, Inc. considers any product that has been sold or delivered to a consumer and opened as a used product. Therefore, any product that has been sold or delivered to a customer, then returned to an authorized retailer for any reason may be advertised below MAP if and only if the wording "Used" or "Previously Sold" is present in conjunction with the advertisement. The designation "Used" or "Previously Sold" must be a prominent part of the advertisement and must be listed with each product in the advertisement that is offered below the MAP. The terms "Open Box", "Scratch & Dent", "B Stock", or any other designator will not be accepted as an identifier for this type of product when advertised below MAP. Any product that is advertised below the MAP price that does not include the designation "Used" or "Previously Sold" specifically as a prominent part of the advertisement, listed with each product in the advertisement, will be considered a violation of the GIVI USA, Inc. MAP Policy.

**MAP DISCLOSURE**

The wording "minimum advertised price" and/or "MAP," shall not appear in any advertisement featuring GIVI USA, Inc. products (e.g., "\$9.95 MAP"), nor shall any reference be made to the existence of a MAP policy precluding a lower price from being advertised (e.g., "although we sell these units below MAP pricing, we are not allowed to post this price."). Such references shall constitute implicit below MAP advertising and will be considered a violation of the GIVI USA, Inc. MAP Policy. Any discount or additional offer whatsoever as part of an advertisement for product that in the opinion of GIVI USA, Inc. would result in an offering below the MAP price will be considered a violation of the GIVI USA, Inc. MAP Policy.

**AUTHORIZED RETAILER COST/PRICE SCHEDULE**

MAP and MSRP prices are listed on our confidential authorized retailer price list. MAP and MSRP prices may be adjusted at the sole discretion of GIVI USA, Inc. It is each authorized retailer's sole responsibility to reference the most current available price list to determine MAP and MSRP prices. The current price list is available to authorized retailers at any time by written request.

**MAP VIOLATIONS & SANCTIONS**

If an authorized retailer advertises GIVI USA, Inc. products below the Minimum Advertised Price and will not bring advertising into compliance within 24 (twenty four) hours, GIVI USA, Inc. will impose, at its sole discretion, the sanctions set out below.

- First Violation — Retailer will not be authorized to advertise or display any GIVI copyrighted material or trademark for 10 working days. Advertising or displaying GIVI copyrighted material or trademark for 10 working days will be considered a copyright or trademark infringement.

- Second Violation — Eligibility to purchase from GIVI USA, Inc. will be suspended indefinitely.

FOR ANY QUESTIONS OR DOUBTS, PLEASE DON'T HESITATE TO CONTACT US ANY TIME.  
TECHNOLOGY EVOLVES FASTER THAN WE CAN IMAGINE AND THEREFORE OUR MAP POLICY  
MAY REQUIRE FREQUENT CHANGES.