



Nortek Security & Control LLC

Unilateral Price Policy

Effective: September 25, 2019

We recognize that our high-quality dealers invest time and resources to deliver an extraordinary customer experience through knowledgeable staff and compelling vendor presentation. To support our resellers' efforts, Nortek Security & Control LLC ("**NSC**") wishes to establish policies that allow resellers to earn the profits necessary to maintain the high level of customer excellence people have come to expect from NSC dealers.

In order to successfully compete in the marketplace and to maintain its premium brand image, NSC has announced this Unilateral Price Policy. Hereafter, all sales from Authorized Resellers to End Users of products set forth in NSC's Unilateral Price Grid inside the United States shall be subject to this Unilateral Price Policy.

NSC products covered and their coordinating minimum advertised prices are set forth in the Unilateral Price Grid found on NSC's web site at: <http://store.nortekcontrol.com> or shall be delivered or otherwise made available by NSC to the Authorized Reseller. NSC reserves the right from time to time to alter, modify, suspend, or cancel this Unilateral Price Policy, the products covered, and/or the minimum resale prices.

This policy does not restrict the Authorized Reseller's right to establish independent advertised and/or resale prices of NSC products. NSC reserves the right to determine whether an Authorized Reseller has advertised NSC products at a net advertised price less than the minimum advertised price established in this Unilateral Price Policy. Upon such determination NSC may, without assuming any liability, cancel all orders and may indefinitely refuse to accept new orders from the Authorized Reseller.

This policy has been unilaterally adopted by NSC. NSC neither solicits nor will it accept assurances by an Authorized Reseller of acquiescence with this policy. Nothing in this policy shall constitute an agreement between NSC and any Authorized Reseller of compliance with this policy. The



Authorized Reseller within its own discretion can choose to acquiesce or not acquiesce with this policy. NSC will not discuss conditions of acceptance related to this policy. This policy is non-negotiable and will not be altered, modified, or amended for any Authorized Reseller.

Combining a product(s) from the Unilateral Price Grid with any other product for a sales price lower than the combined price of what the two (2) products could be purchased independent of each other, shall not constitute acquiescence with NSC's Unilateral Price Policy.

The issuance of non-NSC announced rebates (in any form) on a product(s) listed in the Unilateral Price Grid shall not constitute acquiescence with NSC's Unilateral Price Policy.

Advertising that requests the End User to "see price in cart," "click to see price," "add to cart for best price," "Why we do not show a price?" or a price that is struck through, no price listed or any language or graphic representation that implies, or from which the End User can infer, that the End User click through to the cart to see a price lower than that set forth in the Unilateral Price Grid, shall not constitute acquiescence with NSC's Unilateral Price Policy.

The offer of free shipping or financing on product(s) in the Unilateral Price Grid shall constitute acquiescence with NSC Unilateral Price Policy.

The offer of a gift card redeemable for value on a future purchase with the purchase of product(s) in the Unilateral Price Grid shall constitute acquiescence with NSC's Unilateral Price Policy.

NSC, from time to time within its sole discretion may announce promotion prices and bundles of the products listed in the Unilateral Price Grid which shall constitute acquiescence with NSC's Unilateral Price Policy.

NSC's sales personnel have no authority to modify or grant exceptions to this policy. All questions regarding interpretation of this policy should be directed to the Nortek Security & Control Policy Coordinator at: Policy@NortekControl.com.