

Kick Foods LLC D/B/A Good Day Chocolate® Minimum Advertised Pricing (MAP) Policy

In order to preserve its reputation for providing customers with high value products and strong after-sales support, and to further enhance the Good Day Chocolate® brand image and its competitiveness in the marketplace, Good Day Chocolate® is unilaterally instituting a policy of minimum advertised price standards for Good Day Chocolate® products. This Minimum Advertised Pricing Policy (“MAP Policy”) will become effective April 1st, 2017 and will apply to distributors and retailers, including catalogs and internet retailers (collectively, “Resellers”), who resell Good Day Chocolate® products.

This MAP Policy shall work under the following guidelines:

1. Good Day Chocolate® will, from time to time, publish a Schedule of Manufacturer’s Suggested Retail Prices (“MSRP Schedule”) on its internet website, which may be amended or adjusted by Good Day Chocolate® at any time in its sole discretion. The MSRP Schedule will identify the products and the manufacturer’s suggested retail price (“MRSP”) for those products.

Anything less will be a violation of this MAP Policy. Good Day Chocolate® products not specifically identified in the MSRP Schedule are not subject to this MAP Policy. The MAP policy for each product is listed below. Each advertisement of a product identified shall have a pricing floor as follows:

Description	UPC/GTIN	MAP
Adult Sleep Milk Chocolate 1mg Supplement (80ct)	858982004437	\$28.99
Adult Sleep Dark Chocolate 1mg Supplement (80ct)	858982004819	\$28.99
Adult Sleep Milk Chocolate 3mg Supplement (80ct)	858982004741	\$32.99
Calm Chocolate Supplement (80ct)	858982004116	\$28.99
Kids Multivitamin Supplement (50ct)	858982004307	\$18.99
Kids Sleep Supplement (50ct)	858982004314	\$18.99
Kids Calm Supplement (50ct)	858982004321	\$18.99
Energy Supplement (8ct)	858982004000	\$2.99
Energy Supplement (caddy/case)	10858982004007	\$35.99
Sleep Supplement (8ct)	858982004048	\$2.99
Sleep Supplement (caddy/case)	10858982004045	\$35.99
Calm Supplement (8ct)	858982004017	\$2.99
Calm Supplement (caddy/case)	10858982004014	\$35.99

2. This MAP Policy applies to all advertisements of Good Day Chocolate® products listed in any and all media, including, but not limited to, flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, mail order catalogs, e-mail newsletters, e-mail solicitations, internet or similar electronic media, television, radio, and public.

3. Internet auctions may not display or have reserved bid or other acceptable prices less than the pricing floor listed above the MSRP.

4. The reselling and distribution of Good Day Chocolate® to known online resellers is strictly prohibited unless otherwise approved by Good Day Chocolate®. Pricing listed on an internet site is considered an “advertised price” and must adhere to this MAP Policy.

5. If pricing is displayed, any strike-through or other alteration of the MSRP that is paired with a discount price more than the pricing floor listed above is prohibited.

6. This MAP Policy does not establish maximum advertised prices. All Resellers may offer Good Day Chocolate® products at any price in excess of the MSRP.

7. This MAP Policy is solely within Good Day Chocolate’s® discretion and authority acting through the duly authorized managers of Good Day Chocolate®. No employee or sales representative of Good Day Chocolate® has any authority to discuss, modify or grant exceptions to this MAP Policy. Any representation or action by any employee, sales representative or persons not specifically authorized to discuss, modify or grant exceptions to this MAP Policy under this paragraph is unauthorized and invalid. All questions about this MAP Policy should be in writing and directed via U.S. Mail to MAP Policy Administrator, Good Day Chocolate® 1035 Pearl Street Boulder, CO 80302 hello@gooddaychocolate.com, who will respond only in writing. No oral communications about this MAP Policy are authorized. The MAP Policy Administrator shall be solely responsible for determining whether a violation of the policy has occurred, communicating decisions to Resellers regarding the policy and receiving any communications regarding sanctions imposed under this MAP Policy. Any action taken by Good Day Chocolate® under this MAP Policy shall be without liability to Good Day Chocolate®.

8. From time to time, Good Day Chocolate® may choose to offer special promotions on certain products. In such an event, we reserve the right to modify or suspend this MAP Policy in whole or in part for any duration and nature. Good Day Chocolate® further reserves the right to adjust the MSRP with respect to all, or certain, products at its sole discretion. Such changes shall apply equally to all Resellers.

9. Intentional and/or repeated failure to abide by this MAP Policy will result in sanctions unilaterally imposed by Good Day Chocolate®. The level of sanctions will be determined by Good Day Chocolate® in its sole discretion and may include indefinite termination of dealership or distributorship. Good Day Chocolate® does not intend to do business with Resellers who degrade the image and brand of Good Day Chocolate® and its products. Good Day Chocolate® need not provide prior notice or issue warnings before taking any action under this MAP Policy.

10. Distributors of Good Day Chocolate® products will supply a copy of this MAP Policy to any new or existing Reseller for their records at their request. Good Day Chocolate® 1035 Pearl Street Boulder, CO 80302 gooddaychocolate.com hello@gooddaychocolate.com T: (303) 953-4746 F: (303) 484-3492