



To Plant People Partners,

INTRODUCTION:

In order to maintain the integrity of the Plant People Brand, a subsidiary of Plant People INC, we have established a Minimum Advertised Price (MAP) Policy for retailers/e-tailers of Plant People products. This policy has been established to protect and support all retailers, as well as consumers of Plant People products. The intention is not to interfere with the businesses of Plant People retailers, but rather to enable them to have sustainable business practices by allowing for reasonable profit margins.

POLICY STATEMENT:

Plant People, in its sole discretion, reserves the right to discontinue doing business with any reseller that advertises any product(s) covered by this MAP policy at a price lower than the MAP.

GENERAL GUIDELINES:

1. The products covered by this policy include Plant People's full product line/portfolio. Plant People may, in its sole discretion, modify this list from time to time.
2. Plant People recognizes that dealers are free to make their own decisions to advertise and sell any Plant People product at any price they choose, without consulting or advising Plant People. Similarly, Plant People will exercise its right to make its own decisions regarding the Authorized Reseller Program, supplemental marketing materials, point-of-purchase displays, product allocation, new product availability, or future promotional, joint marketing, or sponsorship programs.
3. The MAP policy applies to advertised prices, not the price at which MAP products are actually sold or offered for sale to an individual in-store or over the telephone.
4. Plant People believes in maintaining a well-regulated and fair marketplace for all its authorized resellers.

ADVERTISING GUIDELINES:

1. The MAP policy applies to all advertisements of MAP products in any and all media, including but not limited to flyers, posters, coupons, mailers, inserts, newspapers, magazines, catalogs, television, radio, and public signage, as well as internet sites, social media sites, apps, or any other electronic media.
2. The MAP policy does not apply to solely on-premise or in-store advertising that is not distributed to customers.
3. Website features such as "click for price," automated "bounce-back" pricing e-mails, pre-formatted e-mail responses, forms, automatic price display for any items prior to being placed in a customer's shopping cart and other similar features are considered to be communications initiated by the dealer (rather than by the customer) and thereby constitute "advertising" under this MAP policy.
4. It shall not be a violation of this MAP policy to advertise that a customer may "call for price" or "email for price," or to use similar language, specifically with respect to Plant People products, so long as no price is listed.
5. This MAP policy also applies to any activity which Plant People determines, in its sole discretion, is designed or intended to circumvent the intent of this MAP policy, such as solicitations for "group purchases" and the like.
6. It shall not be a violation of this MAP policy to advertise in general that the reseller has "the lowest prices" or will match or beat its competitors' prices, or to use similar phrases; so long as the reseller does not include any advertised price below MAP and otherwise complies with this MAP policy.
7. From time to time, Plant People may permit resellers to advertise MAP products at prices lower than the MAP retail price. In such events, Plant People reserves the right to modify or suspend the MAP retail price

with respect to the affected products for a specified period of time by providing advance notice to all resellers of such changes.

8. From time to time, Plant People may offer a direct manufacturer's rebate to customers. In such events, it shall not be a violation of this MAP policy to advertise the availability of the manufacturer's rebate, provided that:
 - a. i. the advertisement includes a MAP-compliant price, the rebate amount, and the net price after manufacturer's rebate in the same type size and style;
 - b. ii. an asterisk is placed next to the net price after manufacturer's rebate; and
 - c. iii. "after manufacturer's rebate" appears in the same area of the advertisement as the advertised product.

POLICY ENFORCEMENT:

1. If a dealer with multiple store locations violates this MAP policy at any one store location, or on any associated website, then Plant People will consider this to be a violation by the dealer.
2. Plant People reserves the right to cancel any pending orders, restrict future orders, or suspend dealers' accounts if Plant People reasonably believes:
 - a. i. a dealer has violated the provisions of this policy; or
 - b. ii. a dealer intends to violate this policy.
3. Plant People's MAP policy Administrator is solely responsible for determining whether a violation of the MAP policy has occurred, as well as determining appropriate sanctions.
4. Waivers to this MAP policy may be granted in Plant People's sole discretion by the MAP policy Administrator in writing. Plant People Sales, Marketing, or other personnel are not authorized to modify or grant exceptions to the MAP Policy. In the event that the MAP policy Administrator authorizes a waiver to the MAP policy, dealers must strictly adhere to the terms of the waiver letter. Deviation from the terms of a waiver letter is a violation of the MAP policy.
5. Plant People reviews the advertised prices of dealers, either directly or via the use of third-party agencies or tools. Dealers are expected to provide reasonable cooperation in any Plant People investigations regarding possible MAP policy violations. Hindering, obstructing, delaying, or otherwise failing to cooperate with a Plant People MAP policy investigation is a violation of this MAP policy.
6. The MAP policy will be enforced by Plant People in its sole discretion and without notice. Dealers, distributors, and resellers have no right to enforce the MAP policy. Violations of this policy may result in any of the aforementioned sanctions up to and including termination of our business relationship, as well as any available remedies at law. All questions related to this MAP policy should be directed in email to Hudson Gaines-Ross, President at HUDSON@PLANTPEOPLE.CO.