

## MAP MANAGEMENT PROGRAM

Dear Supplier,

UNFI, Select Nutrition and Honest Green understand and respect the challenges suppliers face with Minimum Advertised Pricing (MAP), specifically in the ecommerce channel of business. UNFI, Select Nutrition and Honest Green are willing to provide advanced support relative to MAP policies to suppliers that enroll in UNFI's and/or Select Nutrition's MAP Management Program.

Once a supplier's MAP policy is published, the expectation is that suppliers will manage and enforce their MAP policy without assistance from UNFI, Select Nutrition and Honest Green. However, we understand there may be challenging cases where a retailer that is supplied product by UNFI, Select Nutrition or Honest Green continues to violate a published MAP policy, even after repeated warnings from the supplier. UNFI and Select Nutrition can offer suppliers additional support for these scenarios through their MAP Management Program. A supplier that has enrolled in a MAP Management program may, **after exhausting all of its own efforts to enforce compliance of its MAP**, turn to UNFI, Select Nutrition and Honest Green for assistance in obtaining retailer compliance with the MAP and, where necessary, further enforcement steps. By enrolling in a MAP Management Program, suppliers will have access to the support set forth below in accordance with the parameters outlined.

- Supplier will complete a program enrollment form and Non-Disclosure Form and submit to their SRM for processing.
- Once enrolled in the program, supplier will be billed for the associated administration fee. The attached rate chart outlines the fee schedule. Suppliers that are serviced by UNFI *and* Select Nutrition will be enrolled in *both* the UNFI and the Select Nutrition MAP Management Programs and a separate fee for each program will be deducted – one for UNFI and one for Select Nutrition. The fee for the MAP Management Program is a yearly fee and will be assessed to suppliers on an annual basis.
- Once program enrollment is complete, and after a supplier has exhausted all of its own efforts to enforce compliance of its MAP policy, a supplier may submit a listing of retailers that continue to advertise supplier's products in violation of the advertised pricing set forth in supplier's MAP policy. Submissions must be accompanied by verifiable proof of the MAP violation. UNFI and Select Nutrition will not take any action without verifiable proof of the MAP violation. Acceptable forms of proof include:
  - Link to website
  - Screenshot
  - Snip Tool Image

- UNFI, Select Nutrition and Honest Green will only support supplier in its efforts to address violations by retailers that are confirmed as a UNFI, Select Nutrition or Honest Green customer. Supplier must provide an accurate customer name, address, phone number, and/or website. UNFI, Select Nutrition and Honest Green will employ reasonable efforts to assist in identifying accounts, but this burden ultimately lies with supplier. Unless a retailer is positively identified as a UNFI, Select Nutrition or an Honest Green customer, no action will be taken.
- Once supplier has submitted the verifiable information of a violation AND the retailer is positively identified as a customer of UNFI, Select Nutrition or Honest Green, a warning to the customer will be given advising the retailer to correct the violation and comply with the MAP within 2-5 business days.
- If after the 5<sup>th</sup> business day the retailer has not corrected the MAP violation and continues to advertise in violation of the MAP, UNFI, Select Nutrition and Honest Green will block the account from ordering inventory from all three entities, so long as supplier employed best efforts to limit the retailer's continued access to inventory of supplier's products, including though blocking the supply of supplier's products to the retailer from either direct sales or other distribution sources.
- Any obligation for UNFI, Select Nutrition or Honest Green to block an account from ordering supplier's products is contingent upon supplier's consistent application of its MAP policy to other distributors and retailers. If supplier does not require other distributors to block sales to an account for a MAP violation or if supplier continues to sell to retailers that do not abide by supplier's MAP (including but not limited to Amazon, Jet or any other online retailer), UNFI, Select Nutrition and Honest Green will have no obligation hereunder to block any account from purchasing supplier's products. To be clear, if UNFI, Select Nutrition or Honest Green determine that supplier has failed to employ consistent efforts to communicate and/or enforce its MAP, UNFI, Select Nutrition or Honest Green will be relieved of any obligations under its MAP Management Program. Supplier will have forfeited any MAP Management Program fee paid and will not be entitled to a refund thereof.
- While a block may be implemented by brand, in unique circumstances an item level block may be merited. UNFI, Select Nutrition and Honest Green will explore the appropriate approach warranted by the circumstances.
- The block will remain in place until the account complies with the MAP, the supplier opts out of the MAP Management Program or it is determined that the supplier has failed to consistently apply its MAP policy to other distributors and retailers.
- UNFI, Select Nutrition and Honest Green reserve the right in their discretion to terminate supplier's participation in the MAP Management Program without cause. In such case, a prorated refund of the administration fee paid by supplier may be refunded.

Please contact your Supplier Relationship Manager to enroll or with any additional questions regarding our MAP Management Program.

MAP Management Program – Administration Fee Schedule

**UNFI Administrative Fee:**

\$ 10 Million or Greater - \$ 6,000

\$ 7.5 - 9.9 Million - \$ 5,000

\$ 5.0 – 7.49 Million - \$ 4,000

\$ 3.0-4.9 Million - \$ 3,000

\$1.0-2.9 Million - \$ 2,000

Under \$1 Million - \$ 1,000

**Select Nutrition Administrative Fee:**

\$ 5 Million or Greater - \$ 4,000

\$ 3.0-4.9 Million - \$ 3,000

\$ 1.0-2.9 Million - \$ 2,000

Under \$ 1 Million - \$ 1,000

**MAP Management Program Enrollment Form**

This enrollment form is an Agreement by and between Select Nutrition, LLC and \_\_\_\_\_, and is dated as of \_\_\_\_\_.

Supplier hereby enrolls in Select Nutrition’s MAP Management Program. Supplier will be billed for the associated administration fee on an annual basis. The below rate chart outlines the fee schedule. Suppliers that are serviced by UNFI *and* Select Nutrition will be enrolled in *both* the UNFI and the Select Nutrition MAP Management Programs and a separate fee for each program will be deducted – one for UNFI and one for Select Nutrition. The fee for the MAP Management Program is a yearly fee and will be assessed to suppliers on an annual basis.

Select Nutrition reserves the right in its discretion to terminate supplier’s participation in the MAP Management Program without cause. In such case, a prorated refund of the administration fee paid by supplier may be refunded.

MAP Management Program – Administration Fee Schedule

**Select Nutrition Administrative Fee:**

- \$ 5 Million or Greater - \$ 4,000
- \$ 3.0-4.9 Million - \$ 3,000
- \$ 1.0-2.9 Million - \$ 2,000
- Under \$ 1 Million - \$ 1,000

Supplier Name: MacroLife Naturals

By: (physical signature) 

Name (printed/typed): JR Ortiz

Title: President

Date Signed: 7/21/16

Remit #: \_\_\_\_\_

Program exit date: \_\_\_\_\_

Select Signature: \_\_\_\_\_