



Minimum Advertised Price Policy (MAP)

Update Effective January 20, 2017

Introduction

RARE PARTS, INC. ("RARE PARTS") has determined that its interests and those of its loyal resellers are best served through the adoption of a Minimum Advertised Price (MAP) policy on select Signature Series product lines. This MAP policy is designed to support and facilitate RARE PART's continuous and substantial investment through the development and introduction of innovative products and to protect its loyal resellers from those that would seek to take unfair advantage by promoting their sale of RARE PARTS's products primarily on the basis of price; not for our superior quality, innovation, and design.

Such practices are harmful to RARE PART's brand, reputation, competitiveness, and detrimental to its efforts and those of its loyal resellers to service and support consumers with RARE PART's products. This MAP policy has been unilaterally adopted to discourage such activities.

Scope

This MAP policy covers the following "Covered Products" sold by wholesalers and resellers of RARE PARTS's products located in the United States and Canada:

- Select Diamond Series® products
- G2 HD Tie Rod Assemblies
- GM Extreme Duty Steering products
- FAB Series®

Part numbers included in MAP policy, but not limited to: RP12193, RP12216, RP12220, RP12573, RP12574, RP13109, RP13110, RP13114, RP20608, RP20609, RP20610, RP21037, RP28349, RP28444, RP28723, RP28559, RP29092, RP29132, RP29335, RP29428, RP29429, RP65976, and RP66158.

RARE PARTS reserves the right to update and/or modify this list at any time.

Minimum Advertised Price

RARE PARTS has established a minimum advertised price (MAP) for the Covered Products.

MAP applies only to advertised retail prices and does not apply to the retail price at which RARE PARTS Covered Products are actually sold, nor does it prohibit advertised prices that are higher than RARE PARTS MAP prices. This MAP policy applies to all advertisements of any RARE PARTS Covered Product in all media including, without limitation, on-line catalogs, mail order catalogs, television, radio, public signage, flyers, posters, coupons, mailers, inserts, newspapers, magazines, and all internet or similar electronic media, including websites, email newsletters, forums, and auction sites. Website features such as "click for price," automated "bounce-back" pricing e-mails, automatic price display for any items prior to being placed into a customer's shopping cart, and special "in-cart" pricing are considered to be

communications initiated by the reseller (rather than the customer) and constitute “advertising” under this MAP policy.

Retail Price

Resellers remain free to establish their actual prices at which they will sell all products distributed by Rare Parts including Covered Products. Value-added resellers may find that they can command prices above MAP.

Policy Violations and Bundling Product

Where any RARE PARTS product is bundled with or sold as part of a package that includes other products (whether or not manufactured by RARE PARTS), it shall be a violation of this MAP policy to sell or advertise the bundle (or package) at a price that (a) is lower than the total MAP of the RARE PARTS product(s) in the bundle/package or (b) violates the letter or spirit of this MAP policy.

It shall be a violation of this MAP policy to include in any advertising for RARE PARTS product any additional discount, coupon, gift card, or incentive that translates into an immediate price reduction, where the cumulative effect would be to reduce the advertised price of the RARE PARTS product below such product’s MAP. Each advertisement of any RARE PARTS product described as a Covered Product below its MAP will be a violation of this MAP Policy.

Selling to a reseller that is on the RARE PARTS Do-Not-Sell List constitutes a violation of this MAP policy and/or selling any or all of the RARE PARTS product lines to or through any internet reseller who is in noncompliance with this MAP policy, also constitutes a violation.

RARE PARTS shall have the right to monitor any reseller’s compliance with this MAP policy.

What is NOT a violation of MAP policy?

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, does not include a specific reference to any RARE PARTS product in connection with such general advertising, and otherwise complies with this MAP policy. It shall not be a violation of this MAP policy for a reseller to advertise that a consumer may “call for price” or “email for price,” so long as no price below MAP is listed. Free or reduced-priced shipping may be offered by a reseller and will not be considered a violation of this policy if it is offered in connection with the purchase of all brands of product in a product category and not just in connection with RARE PARTS products. Discount certificates or coupons that may be used toward future purchases may be advertised so long as no price below MAP is listed.

Policy Violations

Violations of this MAP Policy shall be determined by RARE PARTS in its sole discretion and a failure to comply with this MAP policy shall give RARE PARTS the right to:

- Reduce or revoke discounts and other purchasing privileges or benefits across any or all of the products offered by RARE PARTS.
- Refuse or cancel orders for any or all products offered by RARE PARTS.

- Terminate reseller's status as an Authorized Reseller of RARE PARTS products.
- Place reseller's name on RARE PARTS's Unauthorized Reseller list
- Include reseller's name on RARE PARTS's Do-Not-Sell List

Policy Modifications

RARE PARTS reserves the right at any time to modify this MAP policy in whole or in part, to designate promotional periods during which the terms of this policy change, or to designate periods of time during which this policy is not applicable.

No Agreement

RARE PARTS is not seeking nor does this MAP policy constitute an agreement from any reseller to adhere to this MAP policy. This MAP policy does not constitute an agreement or contract between RARE PARTS and any of its resellers. The sole purpose of this MAP policy is to inform resellers that choose to non-compliantly advertise in violation of this MAP policy that RARE PARTS can take action against such reseller or resellers.