

EVANS COOLING SYSTEMS INC.

United States Retail Unilateral Advertised Price Policy

Effective: April 1, 2016

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, Evans Cooling Systems Inc. ("ECS") 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 ECS dealers.

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

ECS products covered and their coordinating minimum advertised prices are set forth in the Unilateral Price Grid found in the current ECS's price sheet, or shall be delivered or otherwise made available by ECS to the Authorized Reseller. ECS reserves the right from time to time to alter, modify, suspend, or cancel this Unilateral 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 ECS products. ECS reserves the right to determine whether an Authorized Reseller has advertised ECS's products at a net advertised price less than the minimum advertised price established in this Unilateral Policy. Upon such determination ECS 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 ECS. ECS 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 ECS 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. ECS 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 ECS's Unilateral Policy.

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

The offer of free ECS product or credit on a current or future purchase with the purchase of product(s) in the *Unilateral Price Grid* shall not constitute acquiescence with ECS's Unilateral 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 ECS's Unilateral Policy.

All listings of ECS product(s), on any / all online selling marketplaces including but not limited to Amazon, Jet, Wal Mart, E-Bay, must be pre-approved by ECS, before listing any ECS product(s) on those marketplaces. Failure to do so shall not constitute acquiescence with ECS's Unilateral Policy.

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

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

ECS'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 ECS Policy Coordinator at: UP@evanscooling.com.