



Dear Resellers:

Enclosed, please find Overland Vehicle Systems Minimum Advertised Price Policy (“MAP”) which applies to Overland Vehicle Systems, Up Down Air and King 4WD. The MAP is also available on our dealer support page: [MAP Policy](#).

The rationale for the MAP is articulated in the introduction to the Policy:

As a leading innovator in the overlanding and off-road space, OVS is proud of its role in pioneering new products, designs, and innovative production methods that reduce costs and improve the quality of products in our industry.

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 these efforts, OVS 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 OVS dealers and maintain the high level of perceived quality for OVS products in the marketplace.

As a result, OVS has unilaterally adopted a MINIMUM ADVERTISED PRICE POLICY (“MAP Policy”). This MAP Policy is aimed at assuring that the perceived value of OVS products remains high which also supports the perception of OVS’s brands, reputation and competitiveness.

The MAP does not restrict you from making choices as to the price you charge to your customers. The MAP simply sets a floor for the advertisement of prices but leaves you free to charge a lower price, provided that it is not advertised. MAP policies are issued on a “unilateral basis” meaning that OVS is not permitted to discuss or reach agreements regarding MAP with its customers.

The MAP policy is equally important in Canada and OVS will authorize a minimum conversion rate of 1.43 based on the most current US Jobber Price Sheet.

OVS is confident that implementation of the MAP will enhance the business environment for OVS Products by assuring that the perceived quality of OVS Products covered by the MAP is maintained. If you have any questions regarding the MAP, please call Customer Service at (833) 226-4863. OVS is happy to respond to your questions but please understand that, necessarily, the MAP is not up for debate as OVS unilaterally responsible for the promulgation and implementation of the MAP.

OVERLAND VEHICLE SYSTEMS, UP DOWN AIR AND KING 4WD
Minimum Advertised Price (“MAP”) Policy

Overland Vehicle Systems, Up Down Air and King 4WD understands the success of this company and its offerings is dependent on the success of its select authorized resellers. This policy is designed to protect the value of the product and to display the product in all media with consistency. This will ensure a positive customer experience for all Overland Vehicle Systems, Up Down Air and King 4WD products. We want to discourage any price based or price deceptive advertising to ensure all of our select authorized resellers can go to market with confidence in the product and in the support for this company. To accomplish this we have unilaterally established this MAP policy.

Requirements for Resellers – To become an Authorized Reseller, please fulfill the following:

- Authorized Reseller Agreement must be completed, signed, and mailed directly to (Overland Vehicle Systems, Up Down Air and King 4WD).

Policy Statement—

- Overland Vehicle Systems, Up Down Air and King 4WD, in its sole discretion, reserves the right to discontinue doing business with any Authorized Reseller that advertises products covered by this MAP Policy at a price lower than the current MAP price.

Advertised Price –

- Although Authorized Resellers remain free to establish their own advertised and resale prices, (Overland Vehicle Systems, Up Down Air and King 4WD) will, without assuming any liability, impose sanctions against Authorized Resellers who advertise any (Overland Vehicle Systems, Up Down Air and King 4WD) product below its MAP Policy Price. See consequences below
- Authorized Resellers are required to advertise a price with (Overland Vehicle Systems, Up Down Air and King 4WD) products. Any Authorized Reseller who advertises (Overland Vehicle Systems, Up Down Air and King 4WD) products at prices below the applicable MAP will be in violation of this MAP Policy.

Advertising Guidelines –

- This MAP Policy will apply to all Authorized Resellers’ Advertised prices.
- “Advertisements” is defined as any and all advertisements of (Overland Vehicle Systems, Up Down Air and King 4WD), products in all media including, but not limited to, inserts, newspapers, magazines, catalogs, billboards, television, radio, e-mail, internet websites or other e-commerce, flyers, posters, coupons, brochures, any use of hypertext transfer protocol or internal links to a web based shopping cart and any other electronic media.
- Website features like “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 Authorized Reseller (rather than by the customer) and thereby constitute “Advertisements” under this MAP policy.
- Authorized Resellers may not bundle any (Overland Vehicle Systems, Up Down Air and King 4WD) product, unless the total advertised price of the bundled products is equal to or greater than the sum

total of the individual MAP price for each product in the bundle.

- An Authorized Reseller may not advertise that it does not charge sales tax on (Overland Vehicle Systems, Up Down Air and King 4WD) products.
- This MAP Policy applies to any activity which (Overland Vehicle Systems, Up Down Air and King 4WD) determines, in its sole discretion, is designed or intended to circumvent the intent of this MAP policy.
- Note: Free or reduced-priced shipping is not considered a violation of the MAP Policy.

Policy Enforcement—

- All matters of interpretation and application of the terms of this Policy and all matters concerning enforcement of this Policy shall remain within the sole and unilateral authority and discretion of (Overland Vehicle Systems, Up Down Air and King 4WD). In enforcing this Policy, we will at all times act unilaterally, and will not solicit, consider or agree to any recommendation, request, or demand of any other person.
- We monitor the advertised prices of Authorized Resellers either directly or via the use of third-party agencies or tools. Authorized Resellers are expected to provide reasonable cooperation in any investigations regarding possible MAP Policy violations. Hindering, obstructing, delaying, or otherwise failing to cooperate with a (Overland Vehicle Systems, Up Down Air and King 4WD), MAP policy investigation is a violation of this MAP Policy. MAP Violation Consequences – Resellers who are found to be in violation of (Overland Vehicle Systems, Up Down Air and King 4WD) Company’s MAP Policy are subject to the following penalties:
 - 1st Violation – (Overland Vehicle Systems, Up Down Air and King 4WD) Company Authorized Dealer Status becomes Inactive and will result in the loss of product support. Reinstated once reseller is in Compliance and Verified. The reseller will have 24 hrs to comply before the infraction is considered to be a second violation.
 - 2nd Violation – (Overland Vehicle Systems, Up Down Air and King 4WD) Company Authorized Dealer Status becomes or continues to be Inactive and will result in the loss of product support. Reinstated once reseller is in Compliance for 30 days. The reseller will have 24 hrs to comply before the infraction is considered to be a third violation.
 - 3rd Violation – (Overland Vehicle Systems, Up Down Air and King 4WD) Company Authorized Dealer Status becomes or continues to be Inactive and will result in the loss of product support. Reinstated once reseller is in Compliance for 90 days. The reseller will have 24 hrs to comply before the infraction is considered to be a fourth violation.
 - 4th Violation – (Overland Vehicle Systems, Up Down Air and King 4WD) Company Authorized Dealer Status becomes Inactive, loss of product support. Lifetime Ban, and added to the “Do Not Sell” list. This is also active if the first violation is not corrected within 72 hrs. On the 73 hour the 4th violation and lifetime ban goes into effect.

OVERLAND VEHICLE SYSTEMS, UP DOWN AIR AND KING 4WD, Company reserves the right to withdraw or change this Policy at any time and without notice.

