

**BITwave PTE, LTD. DBA: UCLEAR Digital, has adopted specific advertising and retail policies in order to:**

- Promote fair market practices between retailers, selling platforms, and territorial borders;
- Establish and protect sustained and healthy dealer / reseller margins;
- Preserve the brand value of UCLEAR products with dealers / resellers, and consumers;
- Bolster UCLEAR's ability to consistently track and enforce its retail MAP advertising policies.

MAP advertising policies protect manufacturers, dealers, consumers, and our industry. UCLEAR is seeking long term equitable relationships with resellers with whom we can cooperate. Failure or refusal to follow the spirit and intent of this policy by a UCLEAR retail dealer or wholesale distributor, which harms UCLEAR and other dealers/distributors, cannot be tolerated. **Golden Rule:** When in doubt, follow the spirit and intent of these guidelines or contact UCLEAR for clarification.

**i. Advertising Policies- All Sellers:**

1. **ONLINE & AMAZON:** As of 10/01/2018 dealers may advertise all UCLEAR products in-store and online, including 3<sup>rd</sup> party websites and marketplaces, with the exception of AMAZON.COM or any of its affiliates such as AMAZON.CA or AMAZON.MX.

**Dealers who are not authorized in writing to advertise UCLEAR products on AMAZON must remove their UCLEAR product advertising from Amazon by 10/01/2018.**

This policy change is being announced well in advance of its effective date in order to give dealers currently advertising UCLEAR product on AMAZON time to adjust and/or to apply to be an *AUTHORIZED AMAZON RESELLER*. Minimum buy-in and volume requirements apply.

2. For the purposes of this policy statement **“Advertising / Marketing”** means *any* advertising through *any* media designed for public viewing outside of a dealer's physical retail location(s). This policy is intended to apply to advertising, marketing, and advertised prices, and is not intended to restrict dealers' ability to set their own final pricing or margins.
3. All **“current product”**, as determined by UCLEAR, **must be advertised at MSRP/LIST pricing** or above, as determined and published by UCLEAR. A listing of current product which cannot be advertised below MSRP/LIST price can be found in **EXHIBIT A**.
4. **“Non-current”** product may be advertised at pricing determined by each dealer, starting the 1<sup>st</sup> day AFTER the product expires from the “current product list”. A listing of product which is current, but changing to non-current status soon can be found along with its expiration date in **EXHIBIT A**. A listing of product which is already non-current can be found in **EXHIBIT B**.

5. **Dealers may set and display sale prices as they see fit within their physical retail stores, providing the MSRP/List price is also listed along with the sale price.** Any form of marketing or advertising that can be viewed by the public outside your physical retail location may not include pricing that is below published MSRP/LIST.
6. Dealers may not advertise in any medium (outside their physical retail location) with any rebate, discount, or other similar incentive, directly related to a current UCLEAR product which may lead consumers to believe the product(s) is/are being offered at a price below published MSRP/LIST price(s). Additionally, tactics such as “call for price”, “click for price”, “submit best offer”, “add to cart for price”, etc are not permitted under this policy.
7. **Website listings must clearly display the UCLEAR product title exactly as it is provided by UCLEAR** or by your distributor. If it does not fit in the listing header, it must be included intact within the main listing body. Also, **website listings must display the associated manufacturer part number (MPN)** within the listing title or main listing body. This consistency aids both with consumer searches as well as with MAP enforcement. See **EXHIBITS A and B** for reference.
8. It is **NOT a violation** of this policy to **advertise a customer loyalty/rewards program** or coupons which provide non-transferrable general-use credit against future store purchases, provided the program, coupon or credit is not specifically targeted towards UCLEAR current product, and UCLEAR current product is only advertised at published MSRP/LIST prices.
9. **10% exception only for booth expo’s, trade shows, events**, such as Sturgis, Hay Days, Vegas Bike Week, Snow Shows, etc. A discount of up to 10% may be advertised within event location or premises. This exception applies to a 10% discount *advertising* cap; it does not limit a dealer from setting the final price at which UCLEAR items are *sold* within their booth. Event booths are considered an extension of a dealer’s physical retail store(s).
10. Dealers may **acquire UCLEAR products solely for resale to end-user consumers** from dealer’s own marketplace accounts, websites or retail locations. Resale to other dealers or distributors is grounds for suspension from the brand, unless prior permission is given in writing from the UCLEAR Brand Sales Manager or UCLEAR CEO.
11. **It is the dealer’s responsibility to obtain, follow, and clarify** as needed the UCLEAR advertising policy and pricing sheets before advertising UCLEAR products.
12. **If a dealer finds violations being committed by another dealer**, it does not constitute “non-enforcement” by UCLEAR, nor permission to also violate this policy. UCLEAR is continuously working to identify and enforce violations, and UCLEAR encourages dealers to share links, locations or information about violators to assist in corrective actions.
13. **Used & Seller Refurbished:** It is not a violation of this policy to advertise used or seller refurbished UCLEAR product priced at less than published MSRP/LIST. **Dealers must clearly display the words “USED” or “SELLER REBURBISHED” in listing titles, price tags, etc.** so as not to give the impression of a brand new item being sold under MSRP/LIST. Nor may the impression be given that an item is refurbished by UCLEAR/manufacturer. “Seller Refurbished” means the item is pre-owned, but dealer has checked the item for proper function and completeness of packaging and accessories.

14. **NOTICE!: Serial number tracking** is being implemented to assist in identifying and shutting down violators. Violations hidden behind aliases or dealers who sell to Amazon Vendor Central, for example, can be tracked.
15. **ENFORCEMENT:** enforcement measures of UCLEAR's map policy is at sole subjective discretion of UCLEAR and may include temporary or indefinite suspensions from purchasing the brand through distributors. UCLEAR will reasonably evaluate enforcement on a case by case basis with the goal of fostering a fair and profitable selling environment for all dealers. We understand that occasional honest mistakes happen and can be corrected quickly- *we can work with that*. We also understand there are serial violators of UCLEAR's and other brands' policies and hurt our entire industry- *we will **not** work with that*.

ii. **Additional Advertising Policies Specific to E-Commerce/Online Marketplace/Internet:**

16. **ONLINE & AMAZON:** As of 10/01/2018 dealers may advertise all UCLEAR products in-store and online, including 3<sup>rd</sup> party websites and marketplaces, with the exception of AMAZON.COM or any of its affiliates such as AMAZON.CA or AMAZON.MX.

**Dealers who are not authorized to advertise UCLEAR products on AMAZON must remove their UCLEAR product advertising from Amazon by 10/01/2018.**

A limited number of *AUTHORIZED AMAZON RESELLERS* who have been approved by signed agreement with UCLEAR are permitted to advertise any UCLEAR product on AMAZON websites.

This policy change is being announced well in advance of its effective date in order to give dealers currently advertising UCLEAR product on AMAZON time to adjust and/or to apply to be an *AUTHORIZED AMAZON RESELLER*. Minimum buy-in and volume requirements apply.

\*Dealers wishing to apply for *AUTHORIZED AMAZON RESELLER* status are required to fill and submit the initial application, **EXHIBIT C**. Acceptance is not automatic and only a limited number of dealers will be accepted simultaneously. Applicants will not be approved to advertise UCLEAR products on AMAZON websites until they have received written confirmation from the *UCLEAR Brand Sales Manager* or from the *UCLEAR CEO*.

17. **Website listings must clearly display the UCLEAR product title exactly as it is provided by UCLEAR** or by your distributor. If it does not fit in the listing header, it must be included intact within the main listing body. Also, **website listings must display the associated manufacturer part number (MPN)** within the listing title or main listing body. This consistency aids both with consumer searches as well as with MAP enforcement. See **EXHIBITS A and B** for reference.

18. **Border & Territory Protection:** UCLEAR dealers are permitted to advertise UCLEAR products only on websites based in their own country or its territories, however they are permitted to ship product from their own country to customers anywhere. Exceptions may be granted by contacting UCLEAR.

**Example:** an *AUTHORIZED AMAZON RESELLER* from Canada may advertise on [www.amazon.ca](http://www.amazon.ca), but may ship to customers anywhere. They may not advertise on [www.amazon.com](http://www.amazon.com) (USA), [www.amazon.mx](http://www.amazon.mx) (Mexico), or any other website based outside Canada or its territories.

19. **Tactics** such as “call for price”, “click for price”, “submit best offer”, “add to cart for price”, etc are not permitted under this policy. **Minimum bids** on auction sites must start with a minimum bid of MSRP/LIST on current products (does not apply to non-current, used or seller refurbished)

20. **Multiple or hidden user names, aliases or accounts:** If a dealer is found in violation of this policy under *any* user name, alias or account, it may be considered a violation under *all* the dealer’s user names, aliases and accounts.

UCLEAR BRAND SALES MANAGER, DAVID M. KUCK

[david@ucleardigital.com](mailto:david@ucleardigital.com)

208-376-8400, xt 3923

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UCLEAR TECH / WARRANTY SUPPORT:

833-4UCLEAR or [support@ucleardigital.com](mailto:support@ucleardigital.com)

[WWW.UCLEARDIGITAL.COM](http://WWW.UCLEARDIGITAL.COM)



# EXHIBIT A

## UCLEAR “Current Product”

MFR #	DESCRIPTION	MSRP/ LIST	MAP	EAN/UPC	CURRENT/NON-CURRENT
161234	UCLEAR AMP GO	119.95	119.95	8885007340074	Current
161237	UCLEAR AMP GO <i>(to be updated with new speakers)</i>	119.95	119.95	8885007350042	Current. Available by 10/2018
180508	UCLEAR MOTION 6 SINGLE PACK	214.95	214.95	8885007350004	Current. Available by 10/2018
180509	UCLEAR MOTION 6 DUAL PACK	384.95	384.95	8885007350011	Current. Available by 10/2018
180510	UCLEAR MOTION INFINITY SINGLE PACK	274.95	274.95	8885007350028	Current. Available by 10/2018
180511	UCLEAR MOTION INFINITY DUAL PACK	499.95	499.95	8885007350035	Current. Available by 10/2018
111035	UCLEAR BOOST 2.0 SPEAKER/MIC KIT	39.95	39.95	8885007335469	Current. Available by 10/2018
111036	UCLEAR BOOST PRO 2.0 SPEAKER/MIC KIT	44.95	44.95	8885007335452	Current. Available by 10/2018
111039	UCLEAR UNIVERSAL HELMET SPEAKER MOUNTING KIT	8.95	8.95	8885007335506	Current. Available by 10/2018
11033	UCLEAR PULSE PRO PREMIUM SPEAKER/MIC KIT FOR HBC & AMP SERIES	59.95	59.95	8885007335438	Current
111037	UCLEAR PULSE PRO 2.0 PREMIUM SPEAKER/MIC KIT FOR MOTION SERIES	59.95	59.95	8885007335483	Current. Available by 10/2018
111042	UCLEAR DUAL PORT AC/USB CHARGE ADAPTER	9.95	9.95	8885007335537	Current. Available by 10/2018
11003	UCLEAR MINI USB CHARGE/DATA CABLE FOR HBC & AMP SERIES	9.95	9.95	8885007335032	Current
111041	UCLEAR USB-C CHARGE/DATA CABLE FOR MOTION SERIES	9.95	9.95	8885007335520	Current. Available by 10/2018
111043	UCLEAR HALF HELMET EARBUDS FOR MOTION SERIES (USB-C)	49.95	49.95	8885007335544	Current. Available by 10/2018
11017	UCLEAR HALF HELMET EARBUDS FOR HBC & AMP SERIES (MINI USB)	49.95	49.95	8885007335285	Current
111040	UCLEAR PERMANENT MOUNT FOR MOTION SERIES	9.95	9.95	8885007335513	Current. Available by 10/2018
11001	UCLEAR PERMANENT MOUNT FOR HBC, AMP & MOTION SERIES	9.95	9.95	8885007335018	Current
11002	UCLEAR TEMPORARY MOUNT FOR HBC, AMP & MOTION SERIES	5.95	5.95	8885007335025	Current
11005	UCLEAR DC CAR CHARGER ADAPTER	9.95	9.95	8885007335087	Current
11031	UCLEAR PULSE PLUS WIRED DROP-IN HELMET SPEAKER W/3.5MM JACK	49.95	49.95	8885007335421	Current
11023	UCLEAR PULSE WIRED DROP-IN HELMET SPEAKER W/3.5MM JACK	39.95	39.95	8885007335315	Current
11025	UCLEAR ANYWHERE HEADPHONES FOR RETAIL DEMO	49.95	49.95	8885007335414	Current
11004	UCLEAR AC WALL CHARGER ADAPTER	9.95	9.95	8885007335049	Becomes Non-Current 11/01/2018
11012	UCLEAR EAR BUDS SHORT	49.95	49.95	8885007335155	Becomes Non-Current 11/01/2018
11014	UCLEAR BOOST PRO MIC SPEAKER FOR HBC & AMP SERIES	29.95	29.95	8885007335452	Becomes Non-Current 11/01/2018
11015	UCLEAR BOOST PLUS V2 SPEAKER FOR HBC & AMP SERIES	24.95	24.95	8885007335445	Becomes Non-Current 11/01/2018
11021	UCLEAR SPEAKER MOUNTING ROUNDS	4.95	4.95	8885007335308	Becomes Non-Current 11/01/2018
161226	UCLEAR AMP SINGLE PACK	199.99	179.99	888500734 0005	Becomes Non-Current 11/01/2018
161227	UCLEAR AMP DUAL PACK	349.99	329.99	8885007340012	Becomes Non-Current 11/01/2018
161228	UCLEAR AMP PLUS SINGLE PACK	239.99	219.99	8885007340029	Becomes Non-Current 11/01/2018
161229	UCLEAR AMP PLUS DUAL PACK	419.99	399.99	8885007340036	Becomes Non-Current 11/01/2018
161230	UCLEAR AMP PRO SINGLE PACK	299.99	279.99	8885007340043	Becomes Non-Current 11/01/2018
161231	UCLEAR AMP PRO DUAL PACK	499.99	479.99	8885007340050	Becomes Non-Current 11/01/2018
11030	UCLEAR AUDIO KIT FOR HBC & AMP SERIES	49.95	39.99	8885007331010	Becomes Non-Current 11/01/2018

Exhibits A & B are available in .XLS. Contact UCLEAR or your distributor

# EXHIBIT B

## UCLEAR “Non-Current Product”

MFR #	DESCRIPTION	MSRP/ LIST	MAP	EAN/UPC	CURRENT/NON-CURRENT
11004	UCLEAR AC WALL CHARGER ADAPTER	9.95	9.95	8885007335049	Becomes Non-Current 11/01/2018
11012	UCLEAR EAR BUDS SHORT	49.95	49.95	8885007335155	Becomes Non-Current 11/01/2018
11014	UCLEAR BOOST PRO MIC SPEAKER FOR HBC & AMP SERIES	29.95	29.95	8885007335452	Becomes Non-Current 11/01/2018
11015	UCLEAR BOOST PLUS V2 SPEAKER FOR HBC & AMP SERIES	24.95	24.95	8885007335445	Becomes Non-Current 11/01/2018
11021	UCLEAR SPEAKER MOUNTING ROUNDS	4.95	4.95	8885007335308	Becomes Non-Current 11/01/2018
161226	UCLEAR AMP SINGLE PACK	199.99	179.99	888500734 0005	Becomes Non-Current 11/01/2018
161227	UCLEAR AMP DUAL PACK	349.99	329.99	8885007340012	Becomes Non-Current 11/01/2018
161228	UCLEAR AMP PLUS SINGLE PACK	239.99	219.99	8885007340029	Becomes Non-Current 11/01/2018
161229	UCLEAR AMP PLUS DUAL PACK	419.99	399.99	8885007340036	Becomes Non-Current 11/01/2018
161230	UCLEAR AMP PRO SINGLE PACK	299.99	279.99	8885007340043	Becomes Non-Current 11/01/2018
161231	UCLEAR AMP PRO DUAL PACK	499.99	479.99	8885007340050	Becomes Non-Current 11/01/2018
11030	UCLEAR AUDIO KIT FOR HBC & AMP SERIES	49.95	39.99	8885007331010	Becomes Non-Current 11/01/2018
211220	UCLEAR HBC 100 PLUS SINGLE KIT	159.95	OPEN	8885007330914	Non-Current
211221	UCLEAR HBC 100 PLUS DUAL KIT	299.95	OPEN	8885007330921	Non-Current
211222	UCLEAR HBC 200 FORCE SINGLE KIT	229.95	OPEN	8885007330204	Non-Current
211223	UCLEAR HBC 200 FORCE DUAL KIT	399.95	OPEN	8885007330402	Non-Current
211224	UCLEAR HBC 200 HD SINGLE KIT	269.95	OPEN	8885007330938	Non-Current
211225	UCLEAR HBC 200 HD DUAL KIT	499.95	OPEN	8885007330945	Non-Current
HBC130	UCLEAR HBC 130 BICYCLE	179.95	OPEN	8885007332000	Non-Current
211226	UCLEAR HBC 150 PLUS SINGLE KIT	179.95	OPEN	8885007330952	Non-Current
211227	UCLEAR HBC 150 PLUS DUAL KIT	279.95	OPEN	8885007330969	Non-Current
211229	UCLEAR HBC 100R SINGLE KIT	99.99	OPEN	8885007330006	Non-Current
211230	UCLEAR HBC 100R DUAL KIT	179.99	OPEN	8885007330007	Non-Current
211233	UCLEAR VYBE 100	149.95	OPEN	8885007330020	Non-Current
11027	UCLEAR UNIVERSAL REMOTE FOR HBC & AMP SERIES	49.95	OPEN	8885007330976	Non-Current
11028	UCLEAR OFFROAD ADVENTURE SYSTEM	299.99	OPEN	8885007335414	Non-Current

Exhibits A & B are available in .XLS. Contact UCLEAR or your distributor

# EXHIBIT C

## Application for *AUTHORIZED AMAZON RESELLER* status

### Pre-Application Notes

- A limited number of *AUTHORIZED AMAZON RESELLERS* will be approved simultaneously. This ensures a significant share of UCLEAR sales volume on Amazon for authorized resellers while providing simplified MAP enforcement for UCLEAR. Applicants which are not initially approved will be the first contacted for discussion when openings arise or when the program is expanded.
- A specialized “buy-in” program, which includes a minimum initial purchase and a specialized dealer discount program, will be disclosed and discussed once UCLEAR has received your completed EXHIBIT C application.
- **Transferring or selling UCLEAR product to AMAZON’s ownership for any reason will result in termination** of your authorized status and notice of such being shared with UCLEAR wholesale distributors. Contact your distributor and/or UCLEAR for options before selling or transferring UCLEAR product to AMAZON.
- *AUTHORIZED AMAZON RESELLERS* are required to continuously disclose all websites, user names, and aliases used in conjunction with advertising UCLEAR products.
- APPLICATION: Please fill and return the Exhibit C application to the UCLEAR Brand Sales Manager, David M. Kuck. [david@ucleardigital.com](mailto:david@ucleardigital.com) Once reviewed, you will be contacted to discuss the application by phone before it is approved, signed, or returned to you.
- Note about EXHIBIT C required signatures: By signing, Applicant is indicating that he or she has read and understands UCLEAR’s unilateral MAP advertising guidelines and that your application is complete and accurate. UCLEAR’s signature indicates its acceptance of Applicant as an *AUTHORIZED AMAZON RESELLER*. This does not constitute a bilateral contract between the two parties.

# EXHIBIT C

Application for *AUTHORIZED AMAZON RESELLER* status

Company/Entity Name:

DBA(s):

Owner, President or CEO Name, Phone, Email:

Secondary Contact Name, Phone Email, Title:

Business Mailing Address:

Business Physical Address, if different:

List of ALL websites and ALL user names/aliases where you transact online business:

  
  
  

List ALL distributors from whom you plan to acquire UCLEAR products, and list ALL dealer account numbers with each distributor:





Have you read, and do you fully understand, the attached UCLEAR MAP & Advertising Policy, including sections i and ii, items 1-20, and all exhibits?

YES	NO	SEEKING CLARIFICATION
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X

\_\_\_\_\_  
Signature of owner or authorized company officer (Dealer/Reseller):

Date:

\_\_\_\_\_  
Signatory printed name (Dealer/Reseller):

X

\_\_\_\_\_  
Acceptance by UCLEAR CEO or UCLEAR Brand Sales Manager:

Date:

\_\_\_\_\_  
UCLEAR signatory printed name:

UCLEAR BRAND SALES MANAGER, DAVID M. KUCK

[david@ucleardigital.com](mailto:david@ucleardigital.com)

208-376-8400, xt 3923

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UCLEAR TECH / WARRANTY SUPPORT:

833-4UCLEAR or [support@ucleardigital.com](mailto:support@ucleardigital.com)

[WWW.UCLEARDIGITAL.COM](http://WWW.UCLEARDIGITAL.COM)

