

JEM Connected IoT Inc.

UNILATERAL MINIMUM ADVERTISED PRICE (UMAP) POLICY

January 1st 2019

JEM Connected IoT Inc. licenses the Energizer brand for use on IoT/Smart accessories, and has implemented a Unilateral Minimum Advertised Price (UMAP) Policy, which establishes advertised price standards for media advertisements of Energizer IoT Products ("Covered Products"). JEM Connected IoT Inc., will not allow Energizer IoT promotional funds to be used for Energizer IoT Covered Products' media advertisements that do not comply with this UMAP policy. Covered Products will be denoted in Schedule "A". As Covered Products are added or deleted, each retailer will receive a UMAP Policy update in writing.

Any advertisement that pictures or otherwise describes an Energizer IoT Covered Product is subject to this policy. Our UMAP Product Pricing designates the Energizer IoT Covered Product subject to this policy, along with the established UMAP.

This policy applies to All United States resellers who re-sell Energizer IoT products. Each authorized reseller is solely responsible for compliance with this policy.

Each reseller is free to set and negotiate with its customers, the actual retail sales price for any Energizer IoT product.

JEM Connected IoT Inc. will unilaterally enforce this UMAP policy. JEM Connected IoT Inc. has the right, unilaterally; to debit promotional funding otherwise accrued, with regard to the Covered Product in violation, for a proportionate period of time. JEM Connected IoT Inc. will specify its intended action, in response to each violation of this UMAP policy.

ADVERTISING COVERED BY THE UMAP POLICY:

- A. Print advertising, such as newspapers, magazines, multi-page inserts.
 - B. Broadcast advertising, such as TV and radio.
 - C. Direct Mail advertising, such as catalogs, flyers, newsletters, direct mail, and fax broadcasts.
 - D. Electronic Mail advertising. Any web pages that link from the e-mail area are considered part of the same advertisement.
 - E. Internet advertising
- ebay.com) "Banner ads" for covered product placed on any web site, and any pages that follow banner ads upon "click-through."

ADVERTISING NOT COVERED BY THIS UMAP POLICY:

- A. Password protected web sites and direct mail pieces, not accessible by the general public, which target, Employee Purchase Programs, Academic Purchase Programs, or a specific customer or customer base that has negotiated a special price with the reseller.

B. Prices provided to a single buyer in response to a request for product through a “name your own price” model. (priceline.com, Qbids.com)

UMAP GUIDELINES:

General:

A. Except as specifically allowed elsewhere in this policy, an Energizer IoT, supported ad may not offer a Covered Product at a price less than the UMAP, nor imply that the product is being sold below UMAP, or given away free. Advertising without reference to price, or “call for price” is unacceptable.

B. The retailer may deviate from UMAP by up to (\$0.05), in order to meet specific retail pricing conventions.

Product Bundles:

A. If an Energizer IoT Covered Product is bundled with another Energizer IoT Covered Product, the combined UMAP pricing must be adhered to. A retail price deviation of up to five-dollars, (\$5), is allowed for the total bundle.

B. When an Energizer IoT Covered Product is bundled with a non-Energizer IoT UMAP product; the combined UMAP pricing for all products must be adhered to. A retail price deviation of up to five dollars, (\$5), is allowed for the total bundle, assuming that the other company’s retail pricing policy allows for this.

C. If the bundle includes an Energizer IoT Covered Product and an Energizer IoT non-covered product, or a non- Energizer IoT non-UMAP product, the bundle price will be the total of the actual selling prices for the combined products. A retail price deviation of up to five dollars, (\$5), is allowed for the total bundle.

D. If the bundle includes an Energizer IoT Covered Product and a non-Energizer IoT non-covered product, the bundle will be the total of the actual selling prices for the combined products, a retail deviation of up to five dollars (\$5), is allowed for the total bundle.

Gift with Purchase Offers on an Energizer IoT Covered Product:

A. Offers for special financing terms or free services (shipping, installation, tech support, maintenance, training, etc.) are acceptable on any Energizer IoT Covered Product, as long as a price or value for these services is not stated in the ad. When a price shown in an ad, a gift with purchase offer (merchandise, gift card, etc.) may not be advertised with an Energizer IoT Covered Product, unless the advertised offer is category wide, not product specific.

B. Gift with purchase offers exclusive to Energizer IoT are permitted, subject to the following restrictions:

- a. Gifts are limited to 20% off the UMAP of the product, rounded up to the nearest whole dollar.
- b. Gift cards are to be used for a future purchase, and are not redeemable in whole or part for cash.

C. The gift may not be a discount, rebate, or equivalent. The gift may not be free or reduce the UMAP of the Covered Product.

D. The gift may not be free or reduce the price of a competitive product.

Rebates and Other Discount Offers:

A rebate (or other discount offer) may not be advertised on a Covered Product, except in one of the following situations:

- a. When the price of the product is not shown in the ad.
- b. When Jem Connected IoT Inc. nationally sponsors the rebate. In this case, the after rebate price may be shown in the ad, as long as the rebate amount is shown, with the proper math shown to explain the net price after rebate.
- c. In a bundle, the rebate cannot be netted out of the price of one component in the bundle, only from the bundle in total.
- d. When a rebate is offered as a category wide, multi-vendor offer.
- e. The discount on Energizer IoT Covered Products cannot be proportionally larger than a discount on any of the competitors' products.

Criteria for Valid Category Wide, Multi-Vendor Offer:

- A. Covers entire category of products. (All Energizer IoT.)
- B. Covers a class of products within a category. (All power over \$19.99).
- C. Covers an entire price range, either under a price or over a price.
- D. Does not cover limitations such as certain "advertised "product, or to "selected" products within a category.
- E. Does not cover a category that is so exclusive as to cover Energizer IoT, products only.

UMAP violation penalty:

- A. Violation of this UMAP policy will be the loss of co-op and or marketing funding for a period of 90 days.
- B. Continued UMAP policy violations could result in loss of the ability to buy that particular item.

Further Information:

To file a violation email, mail or fax the backup to:

JEM Connected IoT Inc., 32 Brunswick Avenue Edison, NJ 08817 FAX (908) 222-7504

For additional information on the Jem Connected IoT Inc. UMAP policy email
UMAP@energizerconnect.com

Schedule "A"

	<u>UMAP</u>
EIX1-1002-BLK	\$39.99
EIX1-1002-WHT	\$39.99
EIP1-1002-BLK	\$79.99
EIP1-1002-WHT	\$79.99
EOX1-1002-BLK	\$69.99
EOX1-1002-WHT	\$69.99
EOD1-1001-SIL	\$79.99
EOL1-1001-BLK	\$149.99
EDW4-1001-WHT	\$19.99
EMX4-1001-WHT	\$24.99
EWL4-1001-WHT	\$24.99
E1E3-1001-WHT	\$24.99
EIX3-1001-WHT	\$14.99
EIS3-1001-WHT	\$39.99
EOX3-1001-BLK	\$24.99
EWO3-1002-WHT	\$24.99
EWO3-1001-WHT	\$29.99
EWS3-1002-WHT	\$29.99
EAW2-1001-SWT	\$9.99
EAW2-1001-MWT	\$11.99
EAC2-1002-RGB	\$12.99
EBC2-1001-RGB	\$19.99
EBW2-1001-MWT	\$14.99
EDW2-1001-MWT	\$24.99
EIS2-1001-RGB	\$19.99
EOS2-1001-WHT	\$39.99

JEM Connected IoT Inc., UMAP Policy

Energizer IoT

EIP1-1003-BLK

\$49.99