



Minimum Advertised Price ("MAP") Policy

Simplex is a recognized leader in industrial high-pressure tools and equipment. It maintains a significant investment in a consistent brand image emphasizing quality, safety and productivity. In keeping with that image, Simplex believes that Simplex branded products ("Simplex Products") should be advertised at prices that reflect and protect the value of its brand.

For this reason, Simplex has unilaterally established this Minimum Advertised Price ("MAP") Policy for all Simplex Products.

Simplex will provide distributors and retailers with suggested resale (list) prices for Simplex Products which are applicable in the United States and Canada ("Price Lists"). Distributors and retailers may not advertise Simplex Products at prices that are more than **15%** below the current Simplex resale (list).

This MAP Policy applies to all forms of and mediums for advertising, including without limitation, print, television, radio, internet, flyers, posters, catalogs, mailers, and magazines.

This MAP Policy applies only to advertised prices. Distributors and retailers are free to sell Simplex Products at whatever prices they choose. Simplex does not seek, nor will it discuss or accept, any agreement or assurance from any distributor or retailer concerning the prices at which the distributor or retailer decides to sell Simplex Products.

Pricing listed on an internet site is considered an "advertised price" and must adhere to this MAP Policy. Once the pricing is associated with an actual purchase (an internet order), the price becomes the selling price and is not bound by this MAP Policy.

From time to time, Simplex may choose to offer special promotions on certain Simplex Products. In such an event, Simplex reserves the right to modify or suspend this MAP Policy in whole or in part by notifying distributors and retailers of the duration and nature of the modification or suspension.

Failure to abide by this MAP Policy will result in such consequences as Simplex, in its sole discretion, may determine. These consequences may include, without limitation, ineligibility to participate in advertising and/or sales programs, loss of Marketing Development Funds (MDF) support or co-operative advertising funds, loss of quality pricing, loss of access to particular Simplex Products and termination of eligibility as an authorized Simplex distributor or retailer.

This MAP Policy has been adopted unilaterally and is not negotiable. Simplex (i) will investigate and resolve any reported violation unilaterally and in its sole discretion, and (ii) will communicate its decision solely to the particular distributor or retailer who is the subject of any investigation. **SIMPLEX SALES PERSONNEL HAVE NO AUTHORITY TO MODIFY OR GRANT EXCEPTIONS TO THIS MAP POLICY OR HAVE ANY COMMUNICATIONS WITH ANY DISTRIBUTOR OR RETAILER REGARDING VIOLATIONS OF THIS MAP POLICY.**

Simplex may engage in monitoring of advertised prices of Simplex Products, either directly or via the use of third parties. Third parties retained by Simplex may engage in monitoring of any advertisements.

All questions or comments regarding this MAP Policy should be directed to the policy administrator. The policy administrator shall be solely responsible for determining whether a violation of this MAP Policy has occurred, for communicating any violations with the distributor or retailer, and enforcing consequences, if any. Distributors and retailers, who are in doubt as to whether a planned advertisement will comply with this MAP Policy, should contact the policy administrator for guidance.

Examples of advertisements that comply with this MAP Program:

* "price too low to print" * "lowest prices in town on Simplex – call for quote" * "we will match any price" * "call for price"

Examples of advertisements that do not comply with this MAP Policy:

* "Bundling" or the inclusion of free or discounted products (whether made by Simplex or another manufacturer) with a Simplex Product if it has the effect of discounting the advertised price of the Simplex product below the MAP Pricing.

* Offering a cash rebate on the purchase of a Simplex Product, if the net price falls outside the MAP Pricing for such Simplex Product.

Please note that the above examples are not exhaustive and may not necessarily comply with local advertising laws. Instances of compliance and non-compliance are not limited to these examples. Simplex reserves the right, acting in its sole discretion, to make a final determination as to the compliance of any advertisement. Distributors and retailers are responsible for ensuring that their advertising of Simplex Products complies with all applicable local, state and federal laws, ordinances and statutes.

Simplex reserves the right to modify, suspend or cancel this MAP Policy, in whole or in part, at any time and for any reason..

Effective May, 2014