

**UNILATERAL MINIMUM RETAIL PRICE (“UMRP”) POLICY
MINIMUM ADVERTISED PRICE (“MAP”) POLICY**

Icera has established this Minimum Advertised Price (“MAP”) Policy and Unilateral Minimum Retail Price (“UMRP”) Policy upon sales of Icera and St. Thomas branded products (the “Products”) destined for the retail market. *Please note:* the standard products listed on Icera MAP & UMRP Excluded Products List attached are **excluded** from (and not subject to) the MAP and UMRP minimum pricing policies described herein.

1. Minimum Advertised Price (“MAP”). Dealers and Distributors may **not** advertise in print media the Products to the retail market at a discount of more than thirty-five percent (35%) off the effective List Prices established by Icera. This shall apply to the following forms of media, including without limitation:

- Print advertisements (catalogs, inserts, newspapers, flyers, etc.)
- Direct mailers (regular mail, e-mail and faxes)

2. Internet Minimum Advertised Price (“iMAP”). Dealers and Distributors **may not advertise nor sell** Decorative Products to the retail market via the Internet at a discount of more than thirty percent (30%) off the effective List Prices established by Icera. This shall apply to the following forms of Internet content, including without limitation:

- E-commerce, websites, banner ads, marketplaces, mobile apps
- Social media (Facebook, Twitter, blogs, etc.)

3. Unilateral Minimum Retail Price (“UMRP”) – Scope. The UMRP applies to all sales of Icera-branded products destined for the retail market in the United States and Canada. The definition of “retail market” herein applies to all residential consumer sales, including to trade professionals engaged by consumers.

Sales for commercial, hospitality or multi-unit residential projects are exempted from the UMRP when a written specially-priced job quote is provided by Icera. However, sales of returned products are permitted (provided they are in new condition, with no defects or damage, and clearly labeled as “Open Box” or “Returned”) to be exempt from the UMRP.

Note: for distribution sales to Dealers, please refer to Appendix C of the Icera Authorized Stocking Distributor Direct Purchasing Program.

4. UMRP – In Store. Authorized Dealers and Distributors may **not** sell the Decorative Products to the retail market at a discount of more than forty percent (40%) off the effective List Prices. We further recommend that showrooms limit the discount to retail consumers to 35% off List Price, and “save” the remaining 5% discount for trade professionals. This includes in-store price tags and shelf labels. Such minimum retail pricing shall be effective *before* the addition of any applicable sales taxes.

Finally, sales of returned products are permitted (provided they are in new condition, with no defects or damage, and clearly labeled as “Open Box” or “Returned”) are exempted from the UMRP.

5. Enforcement. These Policies are non-negotiable and will not be altered for any dealer or distributor. If Icera in its sole discretion determines that a dealer’s showroom or website has violated the UMRP or MAP policy, Icera will pursue enforcement actions:

- 1st violation: Written warning.
- 2nd violation: Warning, and price increase of 5% on all direct purchases for that showroom location for 1 month.
- 3rd violation: Warning, and price increase of 15% on all direct purchases going to the showroom location for 3 months.
- 4th violation: Termination of business relationship with that showroom location (or website) for the remainder of the calendar year (or beyond, at Icera's sole discretion). During the termination period, the showroom location (or website) will not be allowed to display the Icera brand, imagery (or any of our other intellectual property), nor to sell any of our branded products.

6. Verification. Icera reserves the right to audit individual transactions for compliance under these Policies. Additionally, Icera (or an independent 3rd-party authorized to act on Icera's behalf) may review advertisements and websites and may shop retail and Internet stores to determine whether a dealer's pricing conforms to these Policies. Interpretation and enforcement shall be made exclusively by Icera in its sole discretion.