

## PANASONIC AUTHORIZED RESELLER PROGRAM ADVERTISING AND UMAP POLICY

EFFECTIVE DECEMBER 1, 2015

*In an effort to assist our valued resellers to profitably promote and sell Panasonic product, Panasonic System Communications Company of North America (PSCNA) established a new Advertising and Unilateral Minimum Advertised Pricing (UMAP) Policy ("Policy") that covers all forms of advertising media including, but not limited to:*

- a. Print ads (inserts, magazines, brochures, catalogs, flyers, newspapers, etc.)
- b. Broadcast (radio and television)
- c. Direct Mailers, including ad media delivered via USPS, UPS, FEDEX, DHL, e-mail and facsimile
- d. Internet (including but not limited to reseller web pages, banner ads, broadcast e-mails, streaming pages, demo reels, destination pages, third-party sites and, auction sites.

Additionally:

- Notations such as "email me a better price", "check for price", "checkout" or "add to cart" pricing. This includes when the product is added to the cart, the price cannot be automatically adjusted to a lower price.
- Web page links found on reseller Internet commerce sites sponsored links, placed or funded by the reseller, or placed on the reseller website or advertising on sites owned by third parties (such as portal sites and news sites), search engines (such as Google).
- Listings on shopper sites that accumulate and display advertised pricing from unrelated websites if sponsored or funded by the reseller, or if the reseller submits information to the shopper site, listings on Auction websites (e.g., eBay) where a minimum bid is communicated by the reseller.
- Sponsored links on industry related user forums.

### FOR CLARIFICATION, THE ENTIRE POLICY, AS MODIFIED AS OF THE ABOVE DATE IS SET FORTH BELOW.

1. MAP represents the minimum advertised price for those products that are approved for sale by resellers via the Internet or any form of advertising media. Products subject to MAP compliance ("MAP Products") will be identified in pricing documents from PSCNA.
2. Products that are approved for advertising by resellers via the Internet but are not to be sold by resellers via the Internet whether on a website it manages directly or through third party sites, auction web sites (e.g., eBay) or liquidation websites or by any other methods as previously stated are "Restricted Products" and as such will not be assigned a minimum advertised price. Resellers are not authorized to post pricing for "Restricted Products" on any publicly accessible Internet web sites and are prohibited from using online checkout systems or shopping carts ("add to cart") to display "Restricted Products" pricing. "Restricted Products" that are advertised on reseller's websites can only include product images, features, specifications and availability information. "Restricted Products" cannot include MSRP, List or any other price. "Restricted Products" will be identified in pricing documents from PSCNA.
3. In between the issuance of pricing documents, products subject to the Advertising and UMAP Policy may be changed through the issuance of Marketing Bulletins.
4. PSCNA will periodically examine all forms of reseller advertising and pricing. Any reseller who advertises a product for sale below MAP in any configuration or at a "click for lower price" or "add to cart for lower price" or similar language, or represents this visually with a line through the MAP, will be in violation of this policy. This includes when the product is added to the cart, the price cannot be automatically adjusted to a lower price. Any reseller who advertises a "Restricted Product" including pricing (e.g., MSRP, List, etc.) on their website will be in violation of this Policy.

5. Resellers may sell end-of-life or 'B' stock inventory via the Internet only upon written authorization from PSCNA. 'B' stock that is classified as "Restricted Product" can be sold, but must be clearly labeled as 'B' stock. 'B' stock that is advertised and not clearly labeled as 'B' stock will be considered a violation of the Advertising and UMAP policy.
6. Product availability or status (e.g., in stock, out of stock, special order, limited availability, discontinued, clearance, etc.) cannot be used to influence or determine a reseller's advertised price and any deviation from product MAP will be a violation of the Advertising and UMAP Policy.
7. A reseller found out of compliance with the Policy will be suspended from purchasing PSCNA products following this schedule:

**First violation within a 12 month period:**

- Warning notice will be issued via e-mail. Only one warning will be given.
- Reseller will have three (3) business days from date of the notice to comply with the policy. Failure to comply with the UMAP Policy within such time period will be considered a 2nd violation and will result in the suspension of your authorization to purchase products of the product line to which the violation relates from any distributors.

**\*Second violation within a 12 month period:**

- 30 day suspension from purchasing products of the product line to which the violation relates from any distributors.
- Reseller will have three (3) business days from date of the notice to comply with the policy. Failure to change your advertised pricing to comply with the UMAP Policy within three (3) business days will be considered a 3rd violation of the UMAP Policy and will result in the suspension of your authorization to purchase PSCNA products from any distributors.

**\*Third violation within a 12 month period:**

- 90 day suspension from purchasing all PSCNA products from any distributors.
- Reseller will have three (3) business days from date of the notice to comply with the policy. Failure to change your advertised pricing to comply with the UMAP Policy within three (3) business days will be considered a 4th violation of the UMAP Policy and will result in the 120 day suspension of your authorization to purchase PSCNA products from any distributors.

**\*Fourth violation within a 12 month period:**

- Indefinite suspension from purchasing all PSCNA products from any distributors.
- Reseller will have three (3) business days from date of the notice to comply with the policy. Failure to change your advertised pricing to comply with the UMAP Policy within three (3) business days may result in the termination of your status as an authorized Panasonic Reseller.

\*During this period, Reseller will also be denied any marketing support or access to any pricing, promotional, advertising or sales programs that PSCNA may offer for any of its product line.

8. Panasonic will utilize a third party to monitor this Policy and it will report findings to Panasonic for appropriate action under this Policy. Additionally, a reseller may if it so chooses, submit to the third party any documentation, reports and/or screen prints of advertised prices it may find in the marketplace that it believes are not in compliance with this Policy. Panasonic shall act independently in evaluating such information and determining what, if any action, it may take with respect to the information. This information can be forwarded by resellers to the following email address: [umap.policy@us.panasonic.com](mailto:umap.policy@us.panasonic.com). Please note that neither Panasonic nor its third party will respond to or acknowledge receipt of any information it receives from resellers.
9. Resellers continue to be free to sell PSCNA products at any prices they choose, in their sole and absolute discretion. PSCNA is not requesting, and will not accept, any agreement regarding a reseller's compliance with this Policy.
10. This Policy supersedes MAP Policy PSCNA-2014-MB-21 and any previous versions.
11. PSCNA reserves the right to amend or revoke this Policy at any time.

**CONTACT US**

**1.877.826.6538/ResellerSupport@us.panasonic.com**

**Panasonic**  
**AUTHORIZED**  
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