



P.O. Box 1421 • American Fork, UT • Phone 801-492-2100 • Toll Free 877-599-5327 • Fax 801-492-8011 • www.xlear.com

Unilateral Minimum Advertised Price Policy (Effective February 1, 2016)

In order to maintain and improve the brand image and value of all brands and sub-brands of Xlear Inc. ("XLEAR"), we instituted in 2011 a policy announcing minimum advertised price standards for all products of XLEAR sold to U.S. customers. This policy was revised in 2012 and 2014. We are now revising our policy and this amended Unilateral Minimum Advertised Price Policy ("UMAP Policy") is effective as of February 1, 2016.

As before, it will apply to all brands and sub-brands of XLEAR. This includes, but is not necessarily limited to: Xlear, Xlear Sinus Care, Spry, Spry Dental Defense, XyloSweet, and Lite and Sweet.

Under our amended UMAP Policy, if any retailer is found to be advertising in media advertisements, catalogs, paid Internet advertising, or on their own and/or 3rd party websites any XLEAR product at a price more than 20% below the most current suggested retail price (the "UMAP Price"), XLEAR, and/or distributors of XLEAR, will restrict products as XLEAR deems appropriate or discontinue product sales entirely. Such actions can be taken by XLEAR with or without first providing the retailer an opportunity to rectify the violation.

It is the retailer's sole responsibility to manage their advertised prices in accordance with this UMAP Policy and ensure they are referencing the most current suggested retail price.

In the case of multipacks, it is in violation of this UMAP Policy for products of XLEAR to be advertised together at a single price that is lower than the sum of the individual UMAP Prices for those products.

For the scope of this UMAP, a product price is the advertised price of an item excluding any additional fees and/or shipping charges.

This UMAP Policy does not cover point-of-sale signs, stickers, hangtags, or bar codes and similar markings on products or product packaging.

This UMAP Policy does not cover digital coupon codes that alter the retail price XLEAR products may be purchased for once added to the shopping cart.

This UMAP Policy does not cover products discontinued by XLEAR.

Distributors of XLEAR products will supply a copy of the UMAP Policy to any new or existing retailer and make available proof of this distribution to XLEAR upon request.

Finally, and most importantly, this UMAP Policy does not apply in any way to your actual selling prices; your retail sales prices for any and all products of XLEAR remain wholly within your discretion. We do not seek, nor will we accept, any agreement or assent from you respecting our UMAP Policy, either now or at any time in the future.



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This policy is being established by XLEAR unilaterally and therefore is not subject to negotiation. XLEAR will implement and take action respecting its UMAP Policy unilaterally based upon information deemed sufficient by XLEAR. All such determinations are final.

We reserve the right at any time to modify this policy, to establish new or different policies, or to discontinue any or all of such policies. This UMAP Policy shall remain in effect until modified or terminated by us. We believe that our policy is clear and unambiguous. Should you have any inquiries regarding our policy; however, please direct them only to Cody Frisby at 801-492-2059.

* For purposes of this UMAP Policy, “paid Internet advertising” is the advertising paid for by a retailer to promote its prices for products of XLEAR on the Internet on, but not limited to, shopping comparison websites, auction websites, banner/display advertising on third party websites, Internet marketplaces, other Internet landing pages/lead capture pages that are not within a retailers’ own website (including affiliate websites), or Internet search optimization results that a retailer pays a third party entity to ensure that its products of XLEAR are highlighted/prominently displayed in search engine results or in the “paid advertisement” sections of a search engine results page.

The UMAP Policy does not apply to Internet advertised prices or “percentage off” figures that are displayed only on “checkout,” “shopping cart,” or “too low to show” pages that are linked to the main pages upon which the products of XLEAR are primarily displayed.

For more details and/or copies of this policy, please contact Cody Frisby at 801-492-2059.