

TO: All Only What You Need, Inc. Resellers

FROM: Only What You Need, Inc.

RE: MINIMUM ADVERTISED PRICE POLICY

DATE: February 1, 2018

Consumers have come to expect an exceptional brand experience from OWYN's products. That means whether visiting a retailer, or shopping online, consumers trust they will receive an exceptional interaction across all channels. In accordance with OWYN's high expectations and to best serve and support those consumers, OWYN is announcing a new Minimum Advertised Price MAP ("MAP") policy. OWYN is adopting this MAP effective February 1, 2018. Attached are the details governing the MAP. Please ensure all appropriate people in your organization receive this MAP. The current schedule of Minimum Advertised Prices is provided and attached as an addendum to this policy. The MAP is subject to change at any time by OWYN. You will receive at least thirty days' notice of any change to this MAP.

OWYN

MINIMUM ADVERTISED PRICE POLICY

INTRODUCTION

Effective February 1, 2018, OWYN has adopted the following Minimum Advertised Price ("MAP") policy applicable to all OWYN distributors, dealers and resellers located in the United States (collectively, the "Resellers").

OWYN has determined that adoption of the MAP is a necessary component of its strategy to avoid distribution channel conflicts and to ensure that OWYN products are supported with aggressive marketing, prominent merchandising and product displays, pre-sale and post-sale customer service, education and stocking of sufficient product inventories to adequately service the local market. OWYN's strategy for promoting the brand relies heavily on its presentation as a high value, premium brand to consumers.

This MAP is unilateral, non-negotiable, and will not be altered for any Reseller. Each Reseller is free to independently decide whether or not to follow the MAP. All Resellers remain free to sell OWYN products at any price they choose in their sole and absolute discretion.

This MAP is subject to change at any time by OWYN, in its sole discretion.

COVERED PRODUCTS

This MAP applies to all products and accessories manufactured and distributed by OWYN (the "Covered Products").

This MAP also does not apply to any products designated by OWYN on its website www.liveowyn.com as being discontinued, closeouts, end-of-season, or other similar designation. Resellers may advertise these products at any reasonable price without violating this MAP, provided that all such advertisements indicate the differentiation from current products (e.g., "discontinued style").

PRICE

The minimum advertised price for the Covered Products shall be the current manufacturer's suggested retail price ("MSRP") as established by OWYN and listed in the attached addendum and on OWYN's website.

POLICY

Displaying a price for a Covered Product below the MSRP in any of the following places is a violation of this MAP: any website, banner, sponsored link, or email. Additionally, prices that are below the MSRP for a Covered Product that are displayed in an internet search engine's results as a result of a Reseller's website or a Reseller-run store or at online merchants such as Amazon.com, Walmart.com or eBay.com is also a violation of this MAP. It is a violation of this MAP for resellers to pass along price discounts from OWYN distributors in the form of online advertised pricing below MSRP.

Examples of permissible advertising:

- Using shopping-cart technology where the discounted pricing is neither able to be picked up as a search-engine result nor shown to the general public without adding the product to your shopping cart. Language such as “see price in cart” or “add to cart for lower price” is permissible.
- Advertising that instructs a customer to “call for price” or “email for price” or other similar language, so long as no price is listed.
- Creating a password-protected section on your website where the discounted pricing is neither able to be picked up as a search-engine result nor shown to the general public.
- In-store advertising or direct promotions to pre-existing customers.

MAP EXCEPTIONS

The exceptions to the MAP are as follows:

- This MAP does not apply to special promotions as announced by OWYN.
- Free shipping may be advertised to customers to provide a discounted total price.
- Coupons, buy-one-get-one’s (“BOGOs”), and other conditional sales events that require the customer to perform a qualifying action are permitted with the advance permission of OWYN. Please submit requests for upcoming sales with details to OWYN and we will respond within two business days if we have any questions. Please give us as much advance notice as possible so we can review your request.
- Loyalty or award programs when the award is based on “points” and not equated to a specific dollar denominated benefit or credit.

VIOLATIONS

First violation:

If OWYN determines that a Reseller has advertised any Covered Product at a price below the MSRP, or that a Reseller has sold any Covered Product to any other person or entity which has advertised at a price below the MSRP, OWYN may take one or more of the following steps:

Step 1: The Reseller will be notified in writing of the violation with a Cease and Desist letter. The Reseller will have five calendar days to correct the violation and come into compliance with the MAP.

Step 2: If the Reseller fails to correct the violation within five calendar days from the date the written notice was provided, OWYN will immediately suspend sales to the Reseller of the item or items being advertised below the MAP price. The suspension will last for a period of thirty calendar days.

Step 3: Following the end of the thirty day period referenced in Step 2 above, and provided that the Reseller did not otherwise violate the MAP during the thirty day suspension period, OWYN will reinstate the Reseller to full status. If the Reseller continues to be in violation of the MAP at the end of the thirty day suspension period, it will be considered a second violation.

Second violation:

If a second violation of the MAP by the Reseller occurs in a twelve month period, the Reseller will be notified that if the violation is not corrected within twenty-four hours, OWYN will immediately cease doing business with the Reseller.

Note:

This MAP is not intended to restrict OWYN's rights to manage its distribution channels and to make and change its decisions regarding Resellers and others with whom it will do business. Among other things, depending on the severity of the violation and the response of the Reseller when advised of a violation of this MAP, OWYN may deem it appropriate to bypass some or all of the steps above and immediately cease doing business with the Reseller.

NO AGREEMENT

This MAP does not constitute an agreement between OWYN and any Reseller. Compliance with this MAP does not evidence any kind of agreement between a Reseller and OWYN.

Resellers are free to independently determine the price at which such items are advertised or sold.

The MAP is confidential and OWYN requests that no Reseller disclose the terms and conditions of this MAP.

OWYN sales representatives are NOT permitted to discuss this MAP or make any agreements or assurances with respect to this MAP. Please direct questions to: Robert Rich, SVP/GM of E-Commerce.

OWYN MAP
PRICE LIST ADDENDUM
Updated April 15, 2019

READY TO DRINK

12 PACK - READY TO DRINK – CHOCOLATE	38.99
12 PACK - READY TO DRINK – COLD BREW COFFEE	38.99
12 PACK - READY TO DRINK – VANILLA	38.99
12 PACK - READY TO DRINK – STRAWBERRY BANANA	38.99
12 PACK - READY TO DRINK – GOLDENMILK TURMERIC	38.99
12 PACK - READY TO DRINK – COOKIES N CREAM	38.99

4 PACK - READY TO DRINK – CHOCOLATE	16.99
4 PACK - READY TO DRINK – COLD BREW COFFEE	16.99
4 PACK - READY TO DRINK – VANILLA	16.99
4 PACK - READY TO DRINK – STRAWBERRY BANANA	16.99

Brand	Description	UPC	Pk Size	East UNFI Code	West UNFI Code	MSRP	MAP
ONLY WHAT YOU NEED	PROT,PLNT BSD,SMT VAN	85733500422	1/1.1 LB	234915-7	16600	N/A	N/A
ONLY WHAT YOU NEED	PROT,PLNT BSD,STRAW BN	85733500438	1/1.1 LB	234918-1	16603	N/A	N/A
ONLY WHAT YOU NEED	PROT,PLNT BSD,DRK CHOC	85733500423	1/1.3 LB	234916-5	16601	N/A	N/A
ONLY WHAT YOU NEED	PROT,PLNT BSD,CLD BRW C	85733500436	1/1.3 LB	234917-3	16602	N/A	N/A
ONLY WHAT YOU NEED	BAR,TART CHRY&LMN	85733500476	12/1.76 OZ	236752-2	29512	N/A	N/A
ONLY WHAT YOU NEED	BAR,DRK CHOC&SSALT	85733500477	12/1.76 OZ	236753-0	29513	N/A	N/A
ONLY WHAT YOU NEED	BAR,GINGER&TURMERIC	85733500478	12/1.76 OZ	236754-8	29515	N/A	N/A
ONLY WHAT YOU NEED	BAR,CHOC CHIP&CRAN	85733500480	12/1.76 OZ	236755-5	29516	N/A	N/A
ONLY WHAT YOU NEED	BAR,CHOC CHIP CKIE DOUGH	85733500493	12/1.76 OZ	236756-3	29517	N/A	N/A
ONLY WHAT YOU NEED	PLT BSD,CLD BRW COFF,PRTN	85733500497	12/12 FZ	219943-8	7301	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD,VANILLA,PROTN	85733500498	12/12 FZ	219946-1	7302	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD,DRK CHOC,PROTN	85733500499	12/12 FZ	219948-7	7303	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD DRNK,STRAW BAN	85733500468	12/12 FZ	235980-0	7308	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD,GLDN MYLK,PROTN	85646100834	12/12 FZ	242391-1	7382	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD,CKIE CRM,PROTN	85646100835	12/12 FZ	242392-9	7383	38.99	38.99
ONLY WHAT YOU NEED	PLNT BSD,CLD BRW COFF,PRO	85733500433	3/4/12 FZ	220201-8	7304	16.99	16.99
ONLY WHAT YOU NEED	PLNT BSD,VANILLA,PROTN	85733500431	3/4/12 FZ	220203-4	7305	16.99	16.99
ONLY WHAT YOU NEED	PLNT BSD,DRK CHOC,PROTN	85733500432	3/4/12 FZ	220204-2	7306	16.99	16.99